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天安卓健有限公司

TIAN AN MEDICARE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

CONDITIONAL CASH OFFER BY MORTON SECURITIES LIMITED ON BEHALF OF TIAN AN MEDICARE LIMITED TO BUY-BACK UP TO 70,000,000 SHARES AT HK$1.1 PER SHARE

DESPATCH OF OFFER DOCUMENT

Financial adviser to the Company

PELICAN FINANCIAL 百利勤金融

Pelican Financial Limited

Independent Financial Adviser to the Independent Board Committee

AURELIUS CORPORATE FINANCE

Aurelius Corporate Finance Limited

INTRODUCTION

Reference is made to (i) the announcement of Tian An Medicare Limited (the "**Company**") dated 23 March 2026 in relation to, among other things, the Offer; and (ii) the offer document dated 28 April 2026 issued by the Company in relation to, among other things, the Offer (the "**Offer Document**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

DESPATCH OF THE OFFER DOCUMENT

The Offer Document containing, among other things, (i) information relating to the Offer; (ii) a letter from the Independent Board Committee containing its recommendation to the Shareholders in respect of the Offer; (iii) a letter from Aurelius, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Shareholders as to whether the Offer is fair and reasonable and as to acceptance and voting; and (iv) a notice of the SGM, together with the accompanying form of proxy and Form of Acceptance, has been despatched to the Shareholders on 28 April 2026 in accordance with the Codes.

Shareholders are advised to read the Offer Document carefully, before deciding whether or not to accept the Offer and/or to approve the resolution in connection with the Offer to be proposed at the SGM.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

The SGM is scheduled to be held on Monday, 18 May 2026. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 13 May 2026 to Monday, 18 May 2026, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the SGM, all transfers of ordinary shares, duly accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 12 May 2026.

EXPECTED TIMETABLE

The SGM will be convened at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 18 May 2026 at 11:30 a.m. (or soon thereafter as the 2026 annual general meeting of the Company to be held at 11:00 a.m. on the same day and at the same place has been concluded or adjourned) for considering and, if thought fit, approving the resolution in respect of the Offer.

The timetable set out below is indicative only and may be subject to change. Any changes to the timetable will be announced by the Company.

Despatch of the Offer Document, notice of the SGM, form of proxy for the SGM and Form of Acceptance	Tuesday, 28 April 2026
Latest time for lodging transfer of Shares to qualify for attendance at the SGM	4:30 p.m. on Tuesday, 12 May 2026
Closure of the Register (both dates inclusive)	Wednesday, 13 May 2026 to Monday, 18 May 2026
Latest time for lodging form of proxy for the SGM	11:30 a.m. on Saturday, 16 May 2026
SGM	11:30 a.m. on Monday, 18 May 2026 (or soon thereafter as the 2026 annual general meeting of the Company to be held at 11:00 a.m. on the same day has been concluded or adjourned)
Announcement of results of the SGM and whether the Offer has become unconditional	no later than 7:00 p.m. on Monday, 18 May 2026
Latest time for lodging the Form of Acceptance and latest time for determining Shareholders' entitlement to participate in the Offer based on the records of the Register *(Notes 1 to 3 and 5)*	4:00 p.m. on Monday, 1 June 2026
Closing date of the Offer *(Note 5)*	Monday, 1 June 2026
Record Date	Monday, 1 June 2026

Announcement of results of the Offer to be posted on the Stock Exchange's website *(Note 5)*. . . . . no later than 7:00 p.m. on Monday, 1 June 2026

Latest date for (i) despatch of cheques to the Accepting Shareholders and (ii) (if applicable) despatch of share certificates for those Shares tendered for acceptances but not bought-back under the Offer *(Notes 4 and 5)* . . . . . .Wednesday, 10 June 2026

Notes:

1. Dealings in the Shares after Thursday, 28 May 2026 will not be settled under the rules of the Stock Exchange prior to the Record Date.

2. Assuming that the resolution relating to the Offer will be approved by the Shareholders and the Offer has become unconditional on Monday, 18 May 2026, being the date of the SGM, the Offer will remain open for acceptance for a period of 14 days thereafter and will not be extended.

3. In order to accept the Offer, Qualifying Shareholders are required to submit to the Registrar the duly completed Form of Acceptance in accordance with the instructions as set out in the Offer Document and the Form of Acceptance (which instructions form part of the terms and conditions of the Offer) at or before 4:00 p.m. on Monday, 1 June 2026.

4. Remittance for the total amounts due to Accepting Shareholders under the Offer (subject to deduction of seller's ad valorem stamp duty payable on the Shares bought-back from such Accepting Shareholders) will be made by the Company no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer.

5. If there is a tropical cyclone warning signal number 8 or above or "extreme conditions" announced by the Hong Kong Government or a black rainstorm warning (collectively, "**severe weather conditions**") on any of the following deadlines ("**Key Deadline**"):

   (a) the latest time for acceptance of the Offer and the submission and publication deadline for a closing announcement;

   (b) the latest time and date by which the Offer can become or be declared unconditional;

   (c) the last day for the Company to despatch or post relevant share certificates or make the share certificates available for collection; and

(d) the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, then:

(i) in case any severe weather condition is in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will remain on the same business day (as defined in the Takeovers Code); or

(ii) in case any severe weather condition is in force in Hong Kong at any local time at 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will be rescheduled to the following business day (as defined in the Takeovers Code) which does not have any of those warnings or conditions in force in Hong Kong at any time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather condition.

All references to time and dates contained in this announcement refer to Hong Kong time and dates.

WARNING: The Offer is subject to the Condition being fulfilled in full. If the resolution to approve the Offer is not passed by the Shareholders, the Offer will not proceed and will immediately lapse.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.

On behalf of the Board
Tian An Medicare Limited
Kong Muk Yin
Executive Director

Hong Kong, 28 April 2026

As at the date of this announcement, the Board comprises Mr. Kong Muk Yin and Mr. Guo Meibao being Executive Directors; Mr. Lee Seng Hui (Chairman), Mr. Mark Wong Tai Chun, Mr. Zhou Haiying, Mr. Gao Zhaoyuan and Ms. Zhang Yuanyuan being Non-Executive Directors; and Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert, Ms. Yang Lai Sum, Lisa and Mr. Cao Dan being Independent Non-Executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.