

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement has been prepared pursuant to, and in order to comply with, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Takeovers Code and the Share Buy-backs Code, and does not constitute an offer to buy, or the solicitation of an offer to sell or subscribe for, any securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to buy, sell or subscribe for any securities.



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**

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
AND (2) THE OFFER BECOMING UNCONDITIONAL**

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 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.

POLL RESULTS OF THE SGM

The Board is pleased to announce that at the SGM held on Monday, 18 May 2026, the ordinary resolution as set out in the notice of the SGM dated 28 April 2026 (the “**Notice**”) was duly passed by the Shareholders by way of poll. Results of the poll are set out as follows:

Ordinary Resolution	No. of Votes (%)	
	For	Against
To approve the conditional cash offer (“ Offer ”) by Morton Securities Limited on behalf of the Company to buy-back up to 70,000,000 shares of nominal value of HK\$0.01 each in the issued share capital of the Company (“ Share(s) ”) held by the shareholders of the Company (“ Shareholders ”) at a price of HK\$1.1 per Share and subject to the terms and conditions as set out in the offer document despatched to the Shareholders on 28 April 2026 together with the form of acceptance, without prejudice and in addition to the existing authority of the Company under the general mandate to buyback Shares granted by the Shareholders at the annual general meeting of the Company, and that the directors of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the memorandum of association and bye-laws of the Company) and do all such acts as such directors consider desirable, necessary or expedient to give effect to or otherwise in connection with the Offer, including, without limitation, completion of the buy-back of Shares pursuant to the Offer. *	961,789,695 (99.99%)	12,000 (0.01%)
As more than 50% of the votes were cast in favour of the above resolution, the resolution above was duly passed as an ordinary resolution by the shareholders of the Company at the SGM.		

* The full text of the resolution was set out in the Notice

As at the date of the SGM, the total number of issued shares of the Company was 1,080,530,457 shares and there were no treasury shares held by the Company (including any treasury shares held or deposited with Central Clearing and Settlement System). Since there was no Shareholder who has a material interest in the Offer which is different from the interest of the other Shareholders, no Shareholder was required to abstain from voting at the SGM. Therefore, the total number of Shares entitling the Shareholders to attend and vote on the above ordinary resolution at the SGM was 1,080,530,457 Shares.

There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the proposed resolution at the SGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholders of the Company or their associates were required to abstain from voting under the Listing Rules or the Codes on the proposed resolution at the SGM. There was no restriction on any shareholders of the Company to cast votes on the proposed resolution at the SGM and there was no party who had stated his/her/its intention in the Offer Document to the shareholders of the Company dated 28 April 2026 to vote against or to abstain from voting on the proposed resolution at the SGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the SGM.

Except Mr. Zhou Haiying who was unable to attend, all directors of the Company attended the SGM in person or by electronic means. Mr. Lee Seng Hui, the chairman of the Company, acted as the chairman of the SGM.

FULFILLMENT OF THE CONDITION OF THE OFFER AND THE OFFER BECOMING UNCONDITIONAL

As disclosed in the Offer Document, the Offer is subject to the Condition being fulfilled in full. As the Condition has been fulfilled, the Offer has become unconditional on Monday, 18 May 2026 and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Monday, 1 June 2026.

The Company shall publish an announcement through the Stock Exchange by 7:00 p.m. on 1 June 2026 on the results of the Offer, specifying the details as required under Rule 19.1 of the Takeovers Code.

Provided that a duly completed Form of Acceptance, accompanied by the relevant Title Documents are received by the Registrar by not later than the Latest Acceptance Time and are or are deemed to be in order, the Registrar will inform the relevant Accepting Shareholder by ordinary post of the buy-back of its/his/her Shares. At the same time, the Registrar will send, by ordinary post at that Accepting Shareholder's risk, a remittance for such total amount as is due to that Accepting Shareholder under the Offer subject to deduction of seller's ad valorem stamp duty as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer.

SHAREHOLDING STRUCTURE

The table below shows the Company's existing shareholding structure and the shareholding structure immediately after completion of the Offer, assuming that (i) all the Shareholders will accept the Offer in full; (ii) no additional Shares will be issued from the Latest Practicable Date up to and including the date of completion of the Offer; and (iii) there are no acquisitions or disposals of Shares held by the Shareholders other than the Shares to be bought back by the Company from the Shareholders under the Offer:

Name of Shareholder	As at the date of this announcement		Immediately after completion of the Offer	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Fareast Global and parties acting in concert with it				
Fareast Global <i>(Note 1)</i>	556,097,010	51.47%	520,071,380	51.47%
	<i>(Note 2)</i>			
Mr. Lee MT <i>(Notes 1 and 6)</i>	53,641,500	4.96%	50,166,443	4.96%
Sub-total:	609,738,510	56.43%	570,237,823	56.43%
Cool Clouds Limited ("Cool Clouds") <i>(Note 3)</i>	200,000,000	18.51%	187,043,401	18.51%

Name of Shareholder	As at the date of this announcement		Immediately after completion of the Offer	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Public Shareholders				
Victor Beauty Investments Limited ("Victor Beauty") <i>(Note 4)</i>	100,000,000	9.25%	93,521,700	9.25%
Vigor Online Offshore Limited ("Vigor") <i>(Note 5)</i>	97,514,540	9.02%	91,197,256	9.02%
Other Shareholders	73,277,407	6.79%	68,530,277	6.79%
Sub-total:	270,791,947	25.06%	253,249,233	25.06%
	<u>1,080,530,457</u>	<u>100.00%</u>	<u>1,010,530,457</u>	<u>100.00%</u>

Public Shareholders (including Mr. Lee MT) <i>(Notes 1 and 7)</i>	324,433,447	30.02%	303,415,676	30.02%
---	-------------	--------	-------------	--------

Note:

- The interest is held by Fareast Global, a direct wholly-owned subsidiary of TACI, TACI is therefore deemed to have an interest in the Shares in which Fareast Global is interested. AGL, through its wholly-owned subsidiaries, indirectly owns approximately 56.94% of the total number of issued shares of TACI and is therefore deemed to have an interest in the Shares in which TACI is interested. Mr. Lee Seng Hui, a Director, together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controls approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and is therefore deemed to have an interest in the Shares in which AGL is interested through TACI.
- Fareast Global has consistently held over 50% of the issued Shares for the last 12 months immediately preceding the date of this announcement.
- Cool Clouds is a wholly-owned subsidiary of Resuccess Investments Limited which in turn is a wholly-owned subsidiary of Tsinghua Tongfang Co., Ltd, a company whose securities are traded on the Shanghai Stock Exchange (stock code: 600100).

4. Victor Beauty is a wholly-owned subsidiary of CM International Capital Limited which in turn is a wholly-owned subsidiary of CMIG International Capital Limited (“**CMIG International**”). CMIG International is owned approximately 77.4% by CMI Financial Holding Corporation (“**CMIF**”). CMIF is a wholly-owned subsidiary of 中民投亞洲資產管理有限公司 (CMIG Asia Asset Management Co., Ltd.*), which in turn is a wholly-owned subsidiary of 中國民生投資股份有限公司 (China Minsheng Investment Group Corp., Ltd.*).
5. Vigor is a wholly-owned subsidiary of China Spirit Limited, which is in turn wholly-owned by Ms. Chong Sok Un.
6. Mr. Lee MT is the father of Mr. Lee Seng Hui, who in turn is a Director and a director of TACI and AGL. Mr. Lee MT is presumed to be acting in concert with Fareast Global under the Takeovers Code.
7. Mr. Lee MT is regarded as a member of the public under the Listing Rules as he is not a core connected person (as defined in the Listing Rules) of the Company.

ODD LOTS ARRANGEMENT

Morton Securities whose address is at 1804-5, 18/F, Allied Kajima Building, 138 Gloucester Road, Wan Chai, Hong Kong (telephone number: (852) 2652 7120 during office hours (i.e. 9:00 a.m. to 6:00 p.m.)) has been appointed by the Company as the designated agent to provide service, on a best effort basis, to match sales and purchases of odd lot holdings of Shares in the market for a period of six weeks from the date of completion of the Offer to enable Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots of 5,000 Shares. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialling the telephone number of Morton Securities set out above. Shareholders should note that the matching of odd lots is not guaranteed.

Shareholders are advised to read the Offer Document carefully, including the recommendation from the Independent Board Committee and the advice of the Independent Financial Adviser, before deciding whether or not to accept the Offer. Shareholders should also note that their voting decisions on the ordinary resolution at the SGM approving the Offer shall not affect their decisions as to whether to accept the Offer or not. Shareholders are advised to consult their professional advisers when in doubt.

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

Hong Kong, 18 May 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 English translation of the Chinese name of the relevant entity included in this announcement is for identification and reference only, and such translation may not be accurate and such entity may not have an official English translation/version of its Chinese name.*

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.