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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)

**CLOSE AND RESULTS OF THE 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**

Financial Adviser to the Company



Pelican Financial Limited

Independent Financial Adviser to the Independent Board Committee



Aurelius Corporate Finance Limited

CLOSE AND RESULTS OF THE OFFER

The Company announces that the Offer has closed at the Latest Acceptance Time, being 4:00 p.m. (Hong Kong time) on Monday, 1 June 2026. As at the Latest Acceptance Time, valid acceptances in respect of a total of 95,451,498 Shares, i.e. the Tendered Shares, were received by the Registrar from the Accepting Shareholders under the Offer, representing approximately 8.83% of the total number of issued Shares as at the date of this announcement and approximately 136.36% of the maximum number of 70,000,000 Shares to be bought-back by the Company under the Offer.

As the Shares tendered under the Offer exceeded the Maximum Number, the total number of Shares to be bought-back by the Company from each Accepting Shareholder will be determined in accordance with the formula set out in the Offer Document. A total of 70,000,000 Shares, being the Maximum Number, will be bought back by the Company on Completion, which is expected to take place on Wednesday, 10 June 2026. The total consideration payable by the Company for buying back the said Shares pursuant to the Offer is HK\$77 million.

The Registrar will send, by ordinary post at the Accepting Shareholder's own risk, a remittance for such total amount due to the individual Accepting Shareholder under the Offer (subject to deduction of the seller's ad valorem stamp duty payable on the Shares bought-back from such Accepting Shareholder) and, if the Shares of the Accepting Shareholder have not been bought-back by the Company in full, the Title Documents in respect of the balance of such Shares or a replaced certificate therefor, no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer, i.e. on or before Wednesday, 10 June 2026.

References are made to (i) the offer document dated 28 April 2026 issued by the Company in relation to, among other things, the Offer (the “**Offer Document**”); and (ii) the announcement of the Company dated 18 May 2026 in relation to the poll results of the SGM (the “**Poll Results Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

As disclosed in the Poll Results Announcement, following the approval of the Shareholders for the Offer at the SGM, the Offer has become unconditional on Monday, 18 May 2026 and would remain open for acceptance for a period of 14 days thereafter. The Offer has closed at 4:00 p.m. on Monday, 1 June 2026.

CLOSE AND RESULTS OF THE OFFER

The Company announces that the Offer has closed at 4:00 p.m. (Hong Kong time) on Monday, 1 June 2026 (the “**Latest Acceptance Time**”). As at the Latest Acceptance Time, valid acceptances in respect of a total of 95,451,498 Shares (the “**Tendered Shares**”) were received by the Registrar from the Accepting Shareholders under the Offer, representing approximately 8.83% of the total number of issued Shares as at the date of this announcement and approximately 136.36% of the maximum number of 70,000,000 Shares to be bought-back by the Company under the Offer.

As the Shares tendered under the Offer exceeded the Maximum Number, the total number of Shares to be bought-back by the Company from each Accepting Shareholder will be determined in accordance with the below formula:

$$\frac{A}{B} \times C$$

A = 70,000,000, being the Maximum Number

B = 95,451,498, being the total number of Shares tendered for acceptances by all Accepting Shareholders under the Offer

C = Total number of Shares tendered for acceptances by the relevant individual Accepting Shareholder under the Offer

As a result, a total of 70,000,000 Shares, being the Maximum Number, will be bought back by the Company. The total consideration payable by the Company for buying back the said Shares pursuant to the Offer is HK\$77 million. The completion of the Offer upon cancellation of the Shares bought-back by the Company (the “**Completion**”) is expected to take place on Wednesday, 10 June 2026.

SHAREHOLDING STRUCTURE

The table below shows the shareholding structure of the Company immediately before and after Completion of the Offer and cancellation of the Shares bought-back:

Name of Shareholder	As at the date of this announcement and immediately after the close of the Offer but prior to cancellation of the Shares bought-back		Immediately after Completion of the Offer and cancellation of the Shares bought-back	
	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%	556,097,010	55.03%
	<i>(Note 2)</i>			
Mr. Lee MT <i>(Notes 1 and 6)</i>	<u>53,641,500</u>	<u>4.96%</u>	<u>35,307,581</u>	<u>3.49%</u>
Sub-total:	609,738,510	56.43%	591,404,591	58.52%
Cool Clouds Limited (“Cool Clouds”) <i>(Note 3)</i>	200,000,000	18.51%	200,000,000	19.79%
Public Shareholders				
Victor Beauty Investments Limited (“Victor Beauty”) <i>(Note 4)</i>	100,000,000	9.25%	100,000,000	9.90%
Vigor Online Offshore Limited (“Vigor”) <i>(Note 5)</i>	97,514,540	9.02%	53,513,135	5.30%
Other Shareholders	<u>73,277,407</u>	<u>6.79%</u>	<u>65,612,731</u>	<u>6.49%</u>
Sub-total:	<u>270,791,947</u>	<u>25.06%</u>	<u>219,125,866</u>	<u>21.69%</u>
	<u><u>1,080,530,457</u></u>	<u><u>100.00%</u></u>	<u><u>1,010,530,457</u></u>	<u><u>100.00%</u></u>
Public Shareholders (including Mr. Lee MT) <i>(Notes 1 and 7)</i>	324,433,447	30.02%	254,433,447	25.18%

Note:

1. 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.
2. Fareast Global has consistently held over 50% of the issued Shares for the last 12 months immediately preceding the date of this announcement.
3. 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.

Immediately before 23 March 2026 (being the commencement date of the Offer Period), Fareast Global and parties acting in concert with it were interested in an aggregate of 609,738,510 Shares, representing approximately 56.43% of the total number of issued Shares as at 23 March 2026 and the date of this announcement. Save as the foregoing, neither the Company nor parties acting in concert with it held, controlled or directed any Shares and rights over Shares before the Offer Period.

Save for the 70,000,000 Shares to be acquired by the Company under the Offer, none of the Company nor parties acting in concert with it has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period.

None of the Company nor parties acting in concert with it has borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

SETTLEMENT

The Registrar will send, by ordinary post at the Accepting Shareholder's own risk, a remittance for such total amount due to the individual Accepting Shareholder under the Offer (subject to deduction of the seller's ad valorem stamp duty payable on the Shares bought-back from such Accepting Shareholder) and, if the Shares of the Accepting Shareholder have not been bought-back by the Company in full, the Title Documents in respect of the balance of such Shares or a replaced certificate therefor, no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer, i.e. on or before Wednesday, 10 June 2026.

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 to enable Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots of 5,000 Shares, i.e., from Monday, 1 June 2026 to Wednesday, 22 July 2026. 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.

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

Hong Kong, 1 June 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.