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**JOINT ANNOUNCEMENT
DISCLOSEABLE TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE**

AMENDMENT OF TERMS OF THE 2023 SHAREHOLDERS' LOANS

As advised and confirmed by TACI, on 24th June, 2026, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of TACI, which in turn is an indirect non wholly-owned subsidiary of AGL), Junye Company and Tian An Junye (a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company) entered into the Framework Memorandum to extend the repayment date of the 2023 Shareholders' Loans to 30th June, 2029 and revise the interest rate thereof. The portion of the 2023 Shareholders' Loans made available by the TACI Group was in the amount of RMB1,050,000,000 (equivalent to approximately HK\$1,206,897,000).

PROVISION OF THE EXISTING LOAN

Prior to the entering into of the Framework Memorandum and as advised and confirmed by TACI, on 22nd April, 2026, TAEC (an indirect wholly-owned subsidiary of TACI) entered into the Existing Loan Agreement, pursuant to which TAEC agreed to make available to TACP Development (a wholly-owned subsidiary of Tian An Junye) the Existing Loan in the amount of RMB18,000,000 (equivalent to approximately HK\$20,690,000) for a term of 48 months.

LISTING RULES IMPLICATIONS

TACI

As none of the relevant Percentage Ratios in respect of the Existing Loan on a standalone basis exceeds 5%, the Existing Loan on a standalone basis does not constitute a notifiable transaction and is not subject to disclosure requirements under Chapter 14 of the Listing Rules for TACI.

As one of the relevant Percentage Ratios in respect of the provision of the 2023 TACI Shareholder's Loans, on a standalone basis and when aggregated with the Existing Loan in accordance with Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the provision of the 2023 TACI Shareholder's Loans and the Existing Loan constitute a discloseable transaction for TACI and are subject to reporting and announcement requirements but exempt from circular and TACI Shareholders' approval requirements under Chapter 14 of the Listing Rules.

AGL

As Tian An (Shenzhen) and TAEC are indirect wholly-owned subsidiaries of TACI, which in turn are indirect non wholly-owned subsidiaries of AGL, the provision of the 2023 TACI Shareholder's Loans and the Existing Loan shall be transactions for AGL under the Listing Rules as the definition of "listed issuer" under Chapter 14 of the Listing Rules shall include the listed issuer's subsidiaries.

As none of the relevant Percentage Ratios in respect of the Existing Loan on a standalone basis exceeds 5%, the Existing Loan on a standalone basis does not constitute a notifiable transaction and is not subject to disclosure requirements under Chapter 14 of the Listing Rules for AGL.

As one of the relevant Percentage Ratios in respect of the provision of the 2023 TACI Shareholder's Loans, on a standalone basis and when aggregated with the Existing Loan in accordance with Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the provision of the 2023 TACI Shareholder's Loans and the Existing Loan constitute a discloseable transaction for AGL and are subject to the reporting and announcement requirements but exempt from circular and AGL Shareholders' approval requirements under Chapter 14 of the Listing Rules.

AMENDMENT OF TERMS OF THE 2023 SHAREHOLDERS' LOANS

As advised and confirmed by TACI, on 24th June, 2026, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of TACI, which in turn is an indirect non wholly-owned subsidiary of AGL), Junye Company and Tian An Junye (a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company) entered into the Framework Memorandum to extend the repayment date of the 2023 Shareholders' Loans to 30th June, 2029 and revise the interest rate thereof. The portion of the 2023 Shareholders' Loans made available by the TACI Group was in the amount of RMB1,050,000,000 (equivalent to approximately HK\$1,206,897,000).

The principal terms of the 2023 Shareholders' Loans as amended under the Framework Memorandum are as follows:

Date

24th June, 2026

Parties

- (1) Tian An (Shenzhen)
- (2) Junye Company
- (3) Tian An Junye

Loan amount and interest rate

As advised and confirmed by TACI, the interest rate of various portions of the 2023 Shareholders' Loans shall be revised to nil with retrospective effect from the following dates ("Effective Date(s)") as follows:

- (i) the interest rate of a portion of the 2023 Junye Shareholder's Loan A and the 2023 Shareholder's Loan A, both in the amount of RMB450,000,000, shall be revised to nil with effect from 17th May, 2023;
- (ii) the interest rate of the remaining portion of the 2023 Junye Shareholder's Loan A and the 2023 Shareholder's Loan A, both in the amount of RMB250,000,000, shall be revised to nil with effect from 10th July, 2024;
- (iii) the interest rate of a portion of the 2023 Junye Shareholder's Loan B and the 2023 Shareholder's Loan B, both in the amount of RMB100,000,000, shall be revised to nil with effect from 28th February, 2024; and
- (iv) the interest rate of the remaining portion of the 2023 Junye Shareholder's Loan B and the 2023 Shareholder's Loan B, both in the amount of RMB250,000,000, shall be revised to nil with effect from 7th March, 2025.

As advised and confirmed by TACI, the parties to the Framework Memorandum agreed that the outstanding interest on the various portion of the 2023 Shareholders' Loans calculated up to the corresponding Effective Date shall be paid in full no later than one month from the date of the Framework Memorandum.

Repayment date of the 2023 Shareholders' Loans

30th June, 2029

Purpose

As advised and confirmed by TACI, the purpose of the 2023 Shareholders' Loans were used for payment of the development costs incurred under the Longgang Project undertaken by Tian An Cloud Park and Tian An Cloud City.

As advised and confirmed by TACI, as at the date of this joint announcement, the 2023 Shareholders' Loans were fully drawn down.

As advised and confirmed by TACI, the 2023 Shareholder's Loan A and the 2023 Shareholder's Loan B were funded by the internal resources of the TACI Group.

As advised and confirmed by TACI, the terms of the Framework Memorandum have been determined after arm's length negotiation among Tian An (Shenzhen), Junye Company and Tian An Junye having taken into account the working capital needs and current cashflow position of Tian An Junye and its subsidiaries, as well as the development progress of the Longgang Project undertaken by Tian An Cloud Park and Tian An Cloud City.

PROVISION OF THE EXISTING LOAN

Prior to the entering into of the Framework Memorandum and as advised and confirmed by TACI, on 22nd April, 2026, TAEC (an indirect wholly-owned subsidiary of TACI) entered into the Existing Loan Agreement, pursuant to which TAEC agreed to make available to TACP Development (a wholly-owned subsidiary of Tian An Junye) the Existing Loan in the amount of RMB18,000,000 (equivalent to approximately HK\$20,690,000) which bears interest of 10% per annum and shall be repayable on the date falling 48 months after the drawdown date. The Existing Loan was drawn down on 24th April, 2026.

As advised and confirmed by TACI, the purpose of the Existing Loan is for the development costs and working capital of the Jinyuan Project undertaken by a company invested by TACP Development.

As advised and confirmed by TACI, the loan principal and interest rate of the Existing Loan were determined after arm's length negotiation between TAEC and TACP Development having taken into account the working capital needs of TACP Development, prevailing market interest rates and principal tenor of the Existing Loan. The Existing Loan was funded by the internal resources of the TACI Group.

REASONS FOR AND BENEFITS OF AMENDMENT OF TERMS OF THE 2023 SHAREHOLDERS' LOANS AND PROVISION OF THE EXISTING LOAN

As advised and confirmed by TACI, the TACI Directors consider that the continued provision of the portion of the 2023 Shareholders' Loans by the TACI Group of RMB1,050,000,000 (equivalent to approximately HK\$1,206,897,000) (including the extension of the repayment date) will facilitate Tian An Cloud Park and Tian An Cloud City in meeting the financial needs relating to the Longgang Project, and enhance the business development of Tian An Junye as a whole, in which the TACI Group has a 50% share of profits as one of the shareholders. Furthermore, the responsibility for meeting such financial needs has been shared equally by Junye Company, which has also made available to Tian An Cloud Park and Tian An Cloud City (as the case may be) the shareholder's loans in the aggregate amount of RMB1,050,000,000 (equivalent to approximately HK\$1,206,897,000).

It is also the view of the TACI Directors that having considered the working capital needs and current cashflow position of Tian An Junye and its subsidiaries, as well as the development progress of the Longgang Project, the waiver of interest on the 2023 Shareholders' Loans will reduce the interest expense payable by Tian An Cloud Park and Tian An Cloud City (as the case may be) to their shareholders, such that they will reserve more financial resources for their operational needs including the continued development of the Longgang Project, and enhance their respective financial position, which are in the interests of Tian An (Shenzhen) and Junye Company as the shareholders of Tian An Junye.

As advised and confirmed by TACI, the interest rate of the Existing Loan has been determined after arm's length negotiation between TAEC and TACP Development having taken into account the prevailing market interest rates and tenor of the Existing Loan, and that interest income would be generated from the provision of the Existing Loan.

Based on the above, the TACI Directors consider that the terms of the Framework Memorandum and the Existing Loan Agreement were negotiated on an arm's length basis between the parties and are entered into on normal commercial terms, and are fair and reasonable and in the interests of TACI and the TACI Shareholders as a whole.

Based on the information and confirmation provided by TACI and to the best knowledge, information and belief of the AGL Directors, the AGL Directors consider that the terms of the Framework Memorandum and the Existing Loan Agreement are fair and reasonable and in the interests of AGL and the AGL Shareholders as a whole.

INFORMATION RELATING TO TACI, TIAN AN (SHENZHEN), TAEC, JUNYE COMPANY, TIAN AN JUNYE, TIAN AN CLOUD PARK, TIAN AN CLOUD CITY, TACP DEVELOPMENT AND AGL

1. TACI

TACI is a company incorporated in Hong Kong with limited liability, and the shares of which are listed on the main board of the Stock Exchange.

The principal business activity of TACI is investment holding. The TACI Group is engaged principally in (i) the development and investment of residential, office and commercial properties; (ii) property management; (iii) investment and operation of hospitals, eldercare and health related businesses in Mainland China; and (iv) property investment and property management in Hong Kong, China.

2. Tian An (Shenzhen)

As advised and confirmed by TACI, Tian An (Shenzhen) is a company established in China with limited liability and an indirect wholly-owned subsidiary of TACI holding 50% equity interest in Tian An Junye.

The principal business activities of Tian An (Shenzhen) are property investment and investment holding.

3. TAEC

As advised and confirmed by TACI, TAEC is a company established in China with limited liability and is an indirect wholly-owned subsidiary of TACI.

The principal business activity of TAEC is property investment.

4. Junye Company

As advised and confirmed by TACI, Junye Company is a company established in China with limited liability holding 50% equity interest in Tian An Junye. It is beneficially owned as to approximately 99.83% by Mr. Li Ming and 0.17% by Mr. Yang Yi, respectively.

The principal business activities of Junye Company are property development, property investment, real estate agency and property investment consultancy.

5. Tian An Junye

As advised and confirmed by TACI, Tian An Junye is a company established in China with limited liability and a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company.

The principal business activities of Tian An Junye are property development and property investment.

6. Tian An Cloud Park

As advised and confirmed by TACI, Tian An Cloud Park is a company established in China with limited liability and a wholly-owned subsidiary of Tian An Junye.

The principal business activities of Tian An Cloud Park are property development and property investment.

7. Tian An Cloud City

As advised and confirmed by TACI, Tian An Cloud City is a company established in China with limited liability and a wholly-owned subsidiary of Tian An Junye.

The principal business activity of Tian An Cloud City is property development.

8. TACP Development

As advised and confirmed by TACI, TACP Development is a company established in China with limited liability and a wholly-owned subsidiary of Tian An Junye.

The principal business activity of TACP Development is investment holding.

9. AGL

AGL is a company incorporated in Hong Kong with limited liability, and the shares of which are listed on the main board of the Stock Exchange.

The principal business activity of AGL is investment holding. The principal business activities of its major subsidiaries are development and investment of residential, office and commercial properties, hospitality related activities, investment and operation of hospital, eldercare and health related businesses, provision of property management, cleaning and security guarding services, and the provision of finance, investments in listed and unlisted securities and funds management.

As advised and confirmed by TACI, to the best knowledge, information and belief of the TACI Directors and the AGL Directors having made all reasonable enquiries, save for (i) the 50% equity interest Junye Company holds in Tian An Junye and its subsidiaries; and (ii) the 50% indirect equity interest TACI Group holds in Tian An Junye, its subsidiaries and TACP Development, Junye Company, its ultimate beneficial owner(s), Tian An Junye, TACP Development and their other respective ultimate beneficial owner(s) are all third parties independent of each of TACI, AGL and their respective connected persons.

LISTING RULES IMPLICATIONS

TACI

As none of the relevant Percentage Ratios in respect of the Existing Loan on a standalone basis exceeds 5%, the Existing Loan on a standalone basis does not constitute a notifiable transaction and is not subject to disclosure requirements under Chapter 14 of the Listing Rules for TACI.

As one of the relevant Percentage Ratios in respect of the provision of the 2023 TACI Shareholder's Loans, on a standalone basis and when aggregated with the Existing Loan in accordance with Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the provision of the 2023 TACI Shareholder's Loans and the Existing Loan constitute a discloseable transaction for TACI and are subject to reporting and announcement requirements but exempt from circular and TACI Shareholders' approval requirements under Chapter 14 of the Listing Rules.

AGL

As Tian An (Shenzhen) and TAEC are indirect wholly-owned subsidiaries of TACI, which in turn are indirect non wholly-owned subsidiaries of AGL, the provision of the 2023 TACI Shareholder's Loans and the Existing Loan shall be transactions for AGL under the Listing Rules as the definition of "listed issuer" under Chapter 14 of the Listing Rules shall include the listed issuer's subsidiaries.

As none of the relevant Percentage Ratios in respect of the Existing Loan on a standalone basis exceeds 5%, the Existing Loan on a standalone basis does not constitute a notifiable transaction and is not subject to disclosure requirements under Chapter 14 of the Listing Rules for AGL.

As one of the relevant Percentage Ratios in respect of the provision of the 2023 TACI Shareholder's Loans, on a standalone basis and when aggregated with the Existing Loan in accordance with Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the provision of the 2023 TACI Shareholder's Loans and the Existing Loan constitute a discloseable transaction for AGL and are subject to the reporting and announcement requirements but exempt from circular and AGL Shareholders' approval requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

“2023 Framework Memorandum A”	the framework memorandum dated 3rd February, 2023 entered into among Tian An (Shenzhen), Junye Company and Tian An Junye in respect of the provision of the 2023 Shareholder’s Loan A and the 2023 Junye Shareholder’s Loan A
“2023 Framework Memorandum B”	the framework memorandum dated 3rd February, 2023 entered into among Tian An (Shenzhen), Junye Company and Tian An Junye in respect of the provision of the 2023 Shareholder’s Loan B and the 2023 Junye Shareholder’s Loan B
“2023 Junye Shareholder’s Loan A”	the existing loan in an amount of up to RMB700,000,000 (equivalent to approximately HK\$804,598,000) made available by Junye Company, its ultimate beneficial owner(s) and/or their respective subsidiaries or associates to Tian An Cloud Park pursuant to the 2023 Framework Memorandum A
“2023 Junye Shareholder’s Loan B”	the existing loan in an amount of up to RMB350,000,000 (equivalent to approximately HK\$402,299,000) made available by Junye Company, its ultimate beneficial owner(s) and/or their respective subsidiaries or associates to Tian An Cloud City pursuant to the 2023 Framework Memorandum B
“2023 Shareholder’s Loan A”	the existing loan in an amount of up to RMB700,000,000 (equivalent to approximately HK\$804,598,000) made available by Tian An (Shenzhen), its ultimate beneficial owner(s) and/or their respective subsidiaries or associates to Tian An Cloud Park pursuant to the 2023 Framework Memorandum A
“2023 Shareholder’s Loan B”	the existing loan in an amount of up to RMB350,000,000 (equivalent to approximately HK\$402,299,000) made available by Tian An (Shenzhen), its ultimate beneficial owner(s) and/or their respective subsidiaries or associates to Tian An Cloud City pursuant to the 2023 Framework Memorandum B
“2023 Shareholders’ Loans”	the 2023 Junye Shareholder’s Loan A, the 2023 Junye Shareholder’s Loan B, the 2023 Shareholder’s Loan A and the 2023 Shareholder’s Loan B in the aggregate amount of RMB2,100,000,000 (equivalent to approximately HK\$2,413,794,000)
“2023 TACI Shareholder’s Loans”	the 2023 Shareholder’s Loan A and the 2023 Shareholder’s Loan B in the aggregate amount of RMB1,050,000,000 (equivalent to approximately HK\$1,206,897,000)

“AGL”	Allied Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 373)
“AGL Board”	the board of AGL Directors
“AGL Director(s)”	the director(s) of AGL
“AGL Shareholder(s)”	the shareholder(s) of AGL
“China” or “Mainland China”	the People’s Republic of China, for the purpose of this joint announcement only, excludes Taiwan, Hong Kong and Macau Special Administrative Region of the People’s Republic of China
“connected persons”	having the meaning ascribed to it under the Listing Rules
“Existing Loan”	the existing loan in an amount of RMB18,000,000 (equivalent to approximately HK\$20,690,000) made available by TAEC to TACP Development pursuant to the Existing Loan Agreement
“Existing Loan Agreement”	the loan agreement dated 22nd April, 2026 entered into between TAEC and TACP Development in respect of the Existing Loan
“Framework Memorandum”	the framework memorandum dated 24th June, 2026 entered into among Tian An (Shenzhen), Junye Company and Tian An Junye in respect of extension of the repayment date of the 2023 Shareholders’ Loans and the revision of interest rate thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of China
“Jinyuan Project”	a property development project undertaken by a company invested by TACP Development and located in Bantian residential district, Longgang, Shenzhen, China
“Junye Company”	深圳市駿業雲谷產城投資發展有限公司 (Shenzhen Junye Cloud Park City-Industry Investment Development Co., Ltd.*), a company established in China with limited liability holding 50% equity interest in Tian An Junye
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Longgang Project”	Shenzhen Tian An Cloud Park, an urban renewal property development project undertaken by Tian An Cloud Park and Tian An Cloud City and located in Bantian residential district, Longgang, Shenzhen, China
“Percentage Ratio(s)”	percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction
“RMB”	Renminbi, the lawful currency of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TACI”	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 28), being an indirect non wholly-owned subsidiary of AGL
“TACI Board”	the board of TACI Directors
“TACI Director(s)”	the director(s) of TACI
“TACI Group”	TACI and its subsidiaries
“TACI Shareholder(s)”	the shareholder(s) of TACI
“TACP Development”	深圳天安雲谷廣業投資有限公司 (Shenzhen Tian An Cloud Park Development Investment Co., Ltd.*), a company established in China with limited liability and a wholly-owned subsidiary of Tian An Junye
“TAEC”	天安經濟諮詢(深圳)有限公司 (Tian An Economic Consultancy (Shenzhen) Co., Ltd.*), a company established in China with limited liability, being an indirect wholly-owned subsidiary of TACI
“Tian An Cloud City”	深圳天安雲城投資發展有限公司 (Shenzhen Tian An Cloud City Investments Development Co., Ltd.*), a company established in China with limited liability and a wholly-owned subsidiary of Tian An Junye
“Tian An Cloud Park”	深圳天安雲谷投資發展有限公司 (Shenzhen Tian An Cloud Park Investments Development Co., Ltd.*), a company established in China with limited liability and a wholly-owned subsidiary of Tian An Junye

“Tian An Junye”	深圳天安駿業投資發展(集團)有限公司 (Shenzhen Tian An Junye Investments Development (Group) Co., Ltd.*), a company established in China with limited liability and a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company
“Tian An (Shenzhen)”	天安投資(深圳)有限公司 (Tian An Investments (Shenzhen) Co., Ltd.*), a company established in China with limited liability and an indirect wholly-owned subsidiary of TACI holding 50% equity interest in Tian An Junye
“%”	per cent

On behalf of the AGL Board
Allied Group Limited
Mark Wong Tai Chun
Executive Director

On behalf of the TACI Board
Tian An China Investments Company Limited
Tao Tsan Sang
Executive Director

Hong Kong, 24th June, 2026

For the purpose of this joint announcement, translations of Renminbi into Hong Kong dollars or vice versa have been calculated by using an exchange rate of HK\$1.00 equal to RMB0.87. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were, may have been or will be exchanged at such rate or any other rates or at all.

As at the date of this joint announcement, the AGL Board comprises Messrs. Lee Seng Hui (Chief Executive), Mak Pak Hung and Mark Wong Tai Chun being the Executive Directors; Mr. Arthur George Dew (Chairman), Mr. Akihiro Nagahara (Vice Chairman) and Ms. Lee Su Hwei being the Non-Executive Directors; and Mr. David Craig Bartlett, Mr. Alan Stephen Jones, Ms. Lisa Yang Lai Sum and Mr. Kelvin Chau Kwok Wing being the Independent Non-Executive Directors.

As at the date of this joint announcement, the TACI Board comprises Mr. Patrick Lee Seng Wei (Managing Director) and Mr. Tao Tsan Sang being the Executive Directors; Mr. Lee Seng Hui (Chairman) and Dr. Moses Cheng Mo Chi being the Non-Executive Directors; and Mr. Jiang Guofang, Mr. Ngai Wah Sang and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.

* *The English translation of the Chinese name of the relevant entity included in this joint 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.*