
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tian Tu Capital Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser of transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

TiantuCapital  天图投资

— 专注消费品投资 1973.HK —

Tian Tu Capital Co., Ltd. 深圳市天图投资管理股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1973)

- (1) 2024 REPORT OF THE BOARD OF DIRECTORS;**
- (2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;**
- (3) 2024 ANNUAL REPORT (H SHARE);**
- (4) 2024 ANNUAL REPORT AND ITS SUMMARY (NEEQ);**
- (5) WORK REPORT OF THE INDEPENDENT
NON-EXECUTIVE DIRECTORS FOR 2024;**
- (6) 2024 ANNUAL FINANCIAL REPORT;**
- (7) 2024 PROFIT DISTRIBUTION PLAN;**
- (8) PROJECTED 2025 ORDINARY RELATED TRANSACTIONS;**
- (9) RE-ELECTION AND APPOINTMENT OF DIRECTORS OF
THE FOURTH SESSION OF THE BOARD;**
- (10) RE-ELECTION AND APPOINTMENT OF SHAREHOLDERS'
REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF
THE SUPERVISORY COMMITTEE;**
- (11) DETERMINATION OF ALLOWANCES FOR NON-EXECUTIVE DIRECTORS
DURING THEIR TERM OF OFFICE;**
- (12) RE-APPOINTMENT OF AUDITORS;**
- (13) ISSUANCE OF CORPORATE CREDIT BONDS;**
- (14) PROPOSED AUTHORIZATION TO THE BOARD TO DEAL WITH
MATTERS RELATING TO THE ISSUE OF THE CORPORATE CREDIT BONDS;
AND**
- (15) ISSUANCE OF MEDIUM-TERM NOTES AND
AUTHORIZATION OF THE BOARD TO
DEAL WITH MATTERS RELATING TO SUCH ISSUANCE**

Capitalized terms used in this cover page shall have the same meanings as defined in this circular.

The Company will convene and held the AGM at the Company's Conference Room, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Shatou Street, Futian District, Shenzhen on May 23, 2025 at 10:00 a.m. the notice of which is set out on pages 36 to 39 of this circular. The proxy form for use at the AGM are enclosed herein, which were also published on the website of the Stock Exchange (www.hkexnews.hk).

If you intend to attend the AGM by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be) (which is 10:00 a.m. on May 22, 2025 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

April 30, 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
I. Introduction	4
II. Matters to be Resolved at the AGM	4
III. The AGM	13
IV. Recommendations	14
V. Additional Information	14
VI. Miscellaneous	14
Annex A — Work Report of the Independent Non-executive Directors for 2024 of the Company	15
Annex B — Projected Ordinary Related Party Transactions of the Company in 2025	19
Annex C — Biographical Details of the Director Candidates	21
Annex D — Biographical of The Shareholders' Representative Supervisor Candidates	33
Notice of 2024 Annual General Meeting	36

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2024 Annual Report”	the annual report of the Group for the year ended December 31, 2024
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on May 23, 2025
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“Company”	Tian Tu Capital Co., Ltd.* (深圳市天圖投資管理股份有限公司), a joint stock limited company incorporated in the PRC with limited liability whose H Shares are listed on the Main Board of the Stock Exchange and whose Unlisted Shares are quoted on the NEEQ
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas listed foreign ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“H Shareholder(s)”	the holder(s) of the H Shares
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 30, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	the date on which our H Shares are listed and from which dealings are permitted to take place on the Stock Exchange, being October 6, 2023
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“NEEQ”	the National Equities Exchange and Quotations Co., Ltd.
“Nomination Committee”	the nomination committee of the Company
“Projected 2025 Ordinary Related Transactions”	the projected ordinary related transactions of the Group as of December 31, 2025 as further detailed in the paragraph headed “(8) Projected 2025 Ordinary Related Transactions” and in Annex B of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising the Unlisted Shares and the H Shares
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Unlisted Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are quoted on the NEEQ
“Unlisted Shareholder(s)”	the holder(s) of the Unlisted Shares

* For identification purposes only

TiantuCapital  天图投资

专注消费品投资 1973.HK

Tian Tu Capital Co., Ltd.
深圳市天图投资管理股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1973)

Executive Directors:

Mr. Wang Yonghua
Mr. Feng Weidong
Ms. Zou Yunli
Mr. Li Xiaoyi

Non-executive Directors:

Mr. Li Lan
Ms. Yao Jiawen

Independent Non-executive Directors:

Mr. Wang Shilin
Mr. Diao Yang
Mr. Tsai Lieh (alias. Tsai Leo)

Registered Office:

Unit 05, 43/F
Shenzhen Metro Real Estate Building
Shennan Avenue
Tian'an Community, Shatou Street
Futian District, Shenzhen
PRC

*Headquarters and Principal Place of
Business in the PRC:*

23/F-2/3, Tower 1, Building B,
Intelligence Plaza
4068 Qiaoxiang Road
Nanshan District, Shenzhen
PRC

Principal Place of Business in Hong Kong:

Room 1928, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

April 30, 2025

To the Shareholders

Dear Sir/Madam,

- (1) 2024 REPORT OF THE BOARD OF DIRECTORS;
- (2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;
- (3) 2024 ANNUAL REPORT (H SHARE);
- (4) 2024 ANNUAL REPORT AND ITS SUMMARY (NEEQ);
- (5) WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE
DIRECTORS FOR 2024;
- (6) 2024 ANNUAL FINANCIAL REPORT;
- (7) 2024 PROFIT DISTRIBUTION PLAN;
- (8) PROJECTED 2025 ORDINARY RELATED TRANSACTIONS;
- (9) RE- ELECTION AND APPOINTMENT OF DIRECTORS OF
THE FOURTH SESSION OF THE BOARD;
- (10) RE- ELECTION AND APPOINTMENT OF SHAREHOLDERS'
REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF
THE SUPERVISORY COMMITTEE;
- (11) DETERMINATION OF ALLOWANCES FOR NON-EXECUTIVE DIRECTORS
DURING THEIR TERM OF OFFICE;
- (12) RE-APPOINTMENT OF AUDITORS;
- (13) ISSUANCE OF CORPORATE CREDIT BONDS;
- (14) PROPOSED AUTHORIZATION TO THE BOARD TO DEAL WITH
MATTERS RELATING TO THE ISSUE OF THE CORPORATE CREDIT BONDS;
AND
- (15) ISSUANCE OF MEDIUM-TERM NOTES AND
AUTHORIZATION OF THE BOARD TO
DEAL WITH MATTERS RELATING TO SUCH ISSUANCE

LETTER FROM THE BOARD

I. INTRODUCTION

The AGM will be convened and held at Company's Conference Room, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Shatou Street, Futian District, Shenzhen on May 23, 2025 at 10:00 a.m., the notice of which is set out on pages 36 to 39 of this circular.

The purpose of this circular is to provide you with the information reasonably necessary of relevant resolutions to be considered at the AGM, so as to enable you to make an informed decision on whether to vote for or against such resolutions.

II. MATTERS TO BE RESOLVED AT THE AGM

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of ordinary resolutions include: (1) 2024 report of the Board of Directors; (2) 2024 report of the Supervisory Committee; (3) 2024 Annual Report (H Share); (4) 2024 Annual Report and its summary (NEEQ); (5) work report of the independent non-executive Directors for 2024; (6) 2024 annual financial report; (7) 2024 profit distribution plan; (8) Projected 2025 ordinary related transactions; (9) re-election and appointment of directors of the fourth session of the board; (10) re-election and appointment of shareholders' representative supervisors of the fourth session of the supervisory committee; (11) determination of allowances for non-executive Directors during their term of office; (12) re-appointment of auditor; and, by way of special resolution: (13) issuance of corporate credit bonds; (14) proposed authorization to the Board to deal with matters relating to the issue of the corporate credit bonds; and (15) issuance of medium-term notes and proposed authorization of the Board to deal with matters relating to such Issuance.

Details of the matters to be resolved at the AGM are set out in the notice of the AGM on pages 36 to 39 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

ORDINARY RESOLUTIONS

(1) 2024 report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 report of the Board of Directors, the full text of which is set out in the 2024 Annual Report (H Share).

(2) 2024 report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 report of the Supervisory Committee, the full text of which is set out in the 2024 Annual Report (H Share).

LETTER FROM THE BOARD

(3) 2024 Annual Report (H Share)

An ordinary resolution will be proposed at the AGM to consider and adopt the 2024 Annual Report (H Share) of the Company as published on the website of the Stock Exchange and the NEEQ.

(4) 2024 Annual Report and its summary (NEEQ)

An ordinary resolution will be proposed at the AGM to consider and adopt the 2024 Annual Report and its summary (NEEQ) of the Company as published on the website of the Stock Exchange and the NEEQ.

(5) Work report of the independent non-executive Directors for 2024

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the independent non-executive Directors for 2024, the report was considered and approved by the board on April 30, 2025 and is hereby proposed at the AGM for consideration and approval. Details of the aforementioned report is set out in Annex A to this circular. In case of any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

(6) 2024 Annual Financial Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Annual Financial Report. The Company has prepared the consolidated and parent company balance sheet as at December 31, 2024, consolidated and parent company statement of profit or loss, consolidated and parent company statement of changes in equity and consolidated and parent company statement of cash flows for the year ended December 31, 2024 in accordance with the China Accounting Standards for Business Enterprises. At the same time, the Company has prepared the consolidated statement of financial position as at December 31, 2024, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended December 31, 2024 in accordance with the International Financial Reporting Standards. The abovementioned financial statements have been audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) and Deloitte Touche Tohmatsu, respectively, and the standard unqualified audit report has been issued.

For the 2024 audited financial statements and independent auditor's report under China Accounting Standards for Business Enterprises and the 2024 audited financial statements and independent auditor's report under International Financial Reporting Standards, please refer to the 2024 Annual Report and its summary (NEEQ) and the 2024 Annual Report (H Share) of the Company, respectively.

LETTER FROM THE BOARD

(7) 2024 profit distribution plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 profit distribution plan. According to the financial status and the operational and development status of the Company, the Company has decided not to make profit distribution.

(8) Projected 2025 Ordinary Related Transactions

An ordinary resolution will be proposed at the AGM to consider and approve the projected ordinary related transactions of the Company in 2025, details of which are set out in Annex B to this circular. In case of any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

(9) Re-election and appointment of Directors of the fourth session of the Board

In accordance with the Articles of Association, the term of office of the directors is three years. The Company will hold the AGM on May 23, 2025 and approve, if thought fit, the re-election and appointment of Directors due to the expiration of the term of office of the existing Directors, namely Mr. Wang Yonghua, Mr. Feng Weidong, Ms. Zou Yunli, Mr. Li Xiaoyi, Mr. Li Lan, Ms. Yao Jiawen, Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh. Before completion of the re-election and appointment, aforementioned Directors will continue to perform their respective duties in accordance with the relevant laws and regulations and the Articles of Association to ensure the normal operation of the Group.

Mr. Wang Yonghua, Mr. Feng Weidong, Ms. Zou Yunli, Mr. Li Lan, Ms. Yao Jiawen, Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh have been nominated for re-election as Director candidates by the Board and the Nomination Committee, and all of them are eligible and willing to offer themselves for re-election at the AGM.

Mr. Li Xiaoyi, an executive Director, will not offer himself for re-election as Director at the AGM. Mr. Li Xiaoyi has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. Wang Shisheng has been nominated by the Board and the Nomination Committee as a non-executive Director candidate. He is eligible and willing to offer himself for election at the AGM.

The Board is of the opinion that Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh satisfy the independence requirements under Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

In accordance with the Articles of Association, the appointment of a Director is subject to the Shareholders' approval. Therefore, the Director candidates will be proposed at the AGM for voting. The term of office of the Directors of the fourth session of the Board shall be three years with effect from the date of approval of the relevant resolution by the Shareholders at the AGM.

In relation to the composition of the fourth session of the Board, the Board, with the assistance and recommendation from the Nomination Committee, has comprehensively reviewed and considered from various aspects the structure, size, composition of the Board and taken into consideration the Board diversity policy of the Company. In addition, the Board has assessed the independence of each of independent non-executive Directors pursuant to Corporate Governance Code as set out in Appendix C1 to the Listing Rules and the Listing Rules and resolved to propose the re-election or election (as the case may be) of Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lih as independent non-executive Directors at the AGM. Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lih do not hold any directorship in seven or more listed companies and the Board believes they can commit sufficient time to fulfill their director's duties. Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lih have extensive experience in their respective fields and possess different skills and knowledge. The Board believes that they have the necessary character, integrity and experience, and that they will continue to contribute to the diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge) of the Board and effectively perform their duties as independent non-executive Directors.

Ordinary resolutions will be proposed at the AGM to consider and approve the re-election and appointment of Directors of the fourth session of the Board.

The biographies of the Director candidate and other information related to their re-election/appointments are set out in Annex C to this circular.

(10) Re-election and appointment of shareholders representative supervisor of the fourth session of the supervisory committee

In accordance with the Articles of Association, the term of office of the Supervisors is three years. The Company will hold the AGM on May 23, 2025 and approve, if thought fit, the re-election of the shareholders representative Supervisor due to the expiration of the term of office of the existing shareholders representative Supervisor, namely Mr. Tang Zhimin and Mr. Li Kanglin. In accordance with the provisions of the Articles of Association, before completion of the re-election and appointment, the shareholders representative Supervisor will continue to perform his duties in accordance with the relevant laws and regulations and the Articles of Association to ensure the normal operation of the Group. Mr. Li Kanglin and Mr. Di Zhe have been nominated as the shareholders representative supervisor candidate of the fourth session of the Supervisory Committee by the Supervisory Committee, and they are eligible and willing to offer themselves for re-election at the AGM. In accordance with the Articles of Association, the appointment of a shareholders representative Supervisor is subject to the Shareholders' approval. Therefore, the

LETTER FROM THE BOARD

shareholders representative supervisor candidate will be proposed at the AGM for voting. The term of office of the shareholders representative supervisor of the fourth session of the Supervisory Committee shall be three years with effect from the date of approval of the relevant resolution by the Shareholders at the AGM.

Ordinary resolutions will be proposed at the AGM to consider and approve the re-election and appointment of shareholders representative supervisor candidates.

The biographies of the shareholders representative supervisor candidates and other information related to their re-election/appointment are set out in Annex D to this circular.

(11) Determination of allowances for non-executive Directors during their term of office

An ordinary resolution will be proposed at the AGM to consider and approve the determination of allowances for non-executive Directors during their term of office.

Mr. Wang Shisheng has proposed that he will not receive any fixed remuneration for his role as a Director. Apart from this, each of the non-executive Director and independent non-executive Director of the Company shall be entitled to an annual remuneration of HK\$300,000 (or its equivalent in RMB, before tax) from the Company during their term of office.

(12) Re-appointment of auditor

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Deloitte Touche Tohmatsu as the external international auditor of the Company and Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) as the external domestic auditor of the Company for 2025 and to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine the specific matters, including but not limited to fix their remunerations, in relation to such re-appointment.

SPECIAL RESOLUTIONS

(13) Issuance of corporate credit bonds

The Company proposes to issue corporate credit bonds (the “**Bonds**”), including but not limited to corporate bonds and non-financial corporate debt financing instruments. The key issuance terms of the Bonds are as follows:

1. Issue Size

The total amount of the Bonds is no more than RMB0.5 billion (including RMB0.5 billion), which may be issued in single or multiple tranches. The

LETTER FROM THE BOARD

specific type and size of issuance shall be determined by the Board, subject to authorization by the general meeting within the aforementioned range, taking into account the Company's capital needs and prevailing market conditions at the time of issuance.

2. *Type and term of Bonds*

The term of the Bonds shall not exceed 5 years (including 5 years), which may be a single maturity or a mixture of maturities. The specific maturity structure and issuance size for each tranche shall be determined by the Board, subject to authorization by the general meeting, taking into account the Company's capital needs and prevailing market conditions at the time of issuance.

3. *Use of proceeds*

The proceeds of the Bonds are intended to be used for the repayment of interest-bearing debt (including maturing corporate bonds), replenishment of working capital, equity investments, and other purposes in compliance with applicable laws and regulations.

4. *Guarantee arrangement*

This Bonds will adopt the method of guarantee provided by a professional guarantee company as credit enhancement measures. At the same time, the general meeting is requested to authorize the Board to fully handle the specific arrangements for credit enhancement measures, including but not limited to the selection of professional guarantee institutions, guarantee amount, guarantee term, and guarantee fees.

5. *Special Debt Repayment Measures for the Bonds*

In the event that the Company anticipates or fails to repay the principal and interest of the Bonds on schedule, the Company will, in accordance with relevant Chinese laws, regulations, and regulatory requirements, implement corresponding debt repayment safeguard measures, including but not limited to:

- i. suspension of profit distribution to the Shareholders;
- ii. suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers;
- iii. suspension of providing guarantees for third parties.

LETTER FROM THE BOARD

6. *Validity period*

The resolution for the Bonds issuance shall remain valid for 24 months from the date of approval by the general meeting. If the Chairman and/or the Company's management has resolved to issue the bonds within the validity period of the authorization, and the Company has obtained the requisite regulatory approval, permit, filing, registration, or recordation (as applicable) within such authorization period, the Company may complete the issuance or partial issuance of the relevant bonds within the validity period of such approval, permit, filing, registration, or recordation.

7. *Reasons and benefits of the Bonds Issuance*

The Board considers that the Bonds Issuance will further reduce the Company's financing costs, diversify its funding channels, expand its business scale, and enhance its profitability and risk resilience. Therefore, the Board believes the Bonds Issuance to be fair and reasonable, and in the interests of the Company and its shareholders as a whole.

(14) Proposed authorization to the Board to deal with matters relating to the issuance of the corporate credit bonds

To ensure the execution of the issuance of the Bonds orderly and efficient, the general meeting is hereby requested to authorize the Board to deal with all specific matters related to the issuance, including but not limited to the following:

- i. Within the scope permitted by laws, regulations, rules, and normative documents, determine the specific issuance plan for the Bonds and amend and adjust the issuance terms based on the Company and market conditions, including but not limited to, specific issue size, actual total amount, issue price, target investors, bond interest rate or its determination method, timing of issuance, whether to issue in tranches and the number of tranches, bond tenor, bond type, whether to include put options and call provisions, rating arrangements, whether to provide guarantees and the form of guarantee, repayment schedule and method, specific allocation arrangements, debt service security arrangements, listing/trading arrangements, etc. Additionally, determine the specific use of raised funds within the scope approved by the general meeting and all other necessary matters required to complete the issuance of the Bonds;
- ii. to decide and appoint intermediaries for the Bonds issuance, and undertake all necessary and ancillary actions to complete the Bonds issuance (including but not limited to obtaining approvals, determining underwriting arrangements, preparing and submitting relevant application documents to regulatory authorities, and securing approvals from regulatory authorities, etc.);

LETTER FROM THE BOARD

- iii. Undertake all necessary steps for the issuance and listing/trading application, including but not limited to authorizing, signing, executing, amending, and finalizing all required documents, agreements, and contracts related to the issuance and listing/trading (including but not limited to prospectuses, underwriting agreements, bond trustee management agreements, various announcements, information disclosures, etc.). Additionally, approve, confirm, and ratify any actions or steps already taken by the Board or its directors in connection with the issuance;
- iv. to handle other matters related to the issuance of the Bonds.

This authorization shall remain valid from the date of approval by the Company's general meeting until the completion of all authorized matters.

(15) Issuance of medium-term notes and authorization of the Board to deal with matters relating to such Issuance

The Company proposes to issue medium-term notes (the "**Medium-term Notes**"). The key issuance terms of the Medium-term Notes are as follows:

1. *Issue Size*

The total amount of the Medium-term Notes is no more than RMB0.2 billion (including RMB0.2 billion), which may be issued in single or multiple tranches. The specific size of issuance shall be determined by the Board, subject to authorization by the general meeting within the aforementioned range, taking into account the Company's capital needs and prevailing market conditions at the time of issuance.

2. *Use of proceeds*

The proceeds of the Medium-term Notes are intended to be used for the repayment of interest-bearing debt (including maturing corporate bonds), replenishment of working capital, equity investments, and other purposes in compliance with applicable laws and regulations.

3. *Guarantee arrangement*

This Medium-term Notes will adopt the method of guarantee provided by a professional guarantee company as credit enhancement measures. At the same time, the general meeting is requested to authorize the Board to fully handle the specific arrangements for credit enhancement measures, including but not limited to the selection of professional guarantee institutions, guarantee amount, guarantee term, and guarantee fees.

LETTER FROM THE BOARD

4. *Special Debt Repayment Measures for the Medium-term Notes*

In the event that the Company anticipates or fails to repay the principal and interest of the Medium-term Notes on schedule, the Company will, in accordance with relevant Chinese laws, regulations, and regulatory requirements, implement corresponding debt repayment safeguard measures, including but not limited to:

- (1) suspension of profit distribution to the Shareholders;
- (2) suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers;
- (3) suspension of providing guarantees for third parties.

5. *Validity period*

The resolution for the Medium-term Notes issuance shall remain valid for 24 months from the date of approval by the general meeting. If the Chairman and/or the Company's management has resolved to issue the bonds within the validity period of the authorization, and the Company has obtained the requisite regulatory approval, permit, filing, registration, or recordation (as applicable) within such authorization period, the Company may complete the issuance or partial issuance of the relevant bonds within the validity period of such approval, permit, filing, registration, or recordation.

6. *To ensure the execution of the issuance of the Medium-term Notes orderly and efficient, the general meeting is hereby requested to authorize the Board to deal with all specific matters related to the issuance, including but not limited to the following:*

- i. Within the scope permitted by laws, regulations, rules, and normative documents, determine the specific issuance plan for the Medium-term Notes and amend and adjust the issuance terms based on the Company and market conditions, including but not limited to, specific issue size, actual total amount, issue price, target investors, bond interest rate or its determination method, timing of issuance, whether to issue in tranches and the number of tranches, bond tenor, whether to include put options and call provisions, rating arrangements, whether to provide guarantees and the form of guarantee, repayment schedule and method, specific allocation arrangements, debt service security arrangements, listing/trading arrangements, etc. Additionally, determine the specific use of raised funds within the scope approved by the general meeting and all other necessary matters required to complete the issuance of the Medium-term Notes;

LETTER FROM THE BOARD

- ii. to decide and appoint intermediaries for the Medium-term Notes issuance, and undertake all necessary and ancillary actions to complete the Medium-term Notes issuance (including but not limited to obtaining approvals, determining underwriting arrangements, preparing and submitting relevant application documents to regulatory authorities, and securing approvals from regulatory authorities, etc.);
- iii. Undertake all necessary steps for the issuance and listing/trading application, including but not limited to authorizing, signing, executing, amending, and finalizing all required documents, agreements, and contracts related to the issuance and listing/trading (including but not limited to prospectuses, underwriting agreements, bond trustee management agreements, various announcements, information disclosures, etc.). Additionally, approve, confirm, and ratify any actions or steps already taken by the Board or its directors in connection with the issuance;
- iv. to handle other matters related to the issuance of the Medium-term Notes.

This authorization shall remain valid from the date of the Company's general meeting resolution until the completion of all authorized matters.

III. THE AGM

The notice convening the AGM at Company's Conference Room, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Shatou Street, Futian District, Shenzhen on May 23, 2025 at 10:00 a.m. is set out on pages 36 to 39 in this circular. For the purpose of determining the H Shareholders entitled to attend and vote at the AGM, the register of members of H Shares will be closed from May 20, 2025 to May 23, 2025 (both days inclusive). H Shareholders and Unlisted Shareholders whose names appear on the register of members of the Company on May 23, 2025 are entitled to attend and vote at the AGM. In order to qualify for the entitlement to attend and vote at the above AGM, H Shareholders must lodge all transfer forms accompanied by the relevant H Share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on May 19, 2025.

The proxy form for use at the AGM is enclosed in this circular and published on the website of the Stock Exchange (www.hkexnews.hk).

LETTER FROM THE BOARD

If you intend to attend the AGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the AGM by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's office at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of Unlisted Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. May 22, 2025 at 10:00 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, and will not preclude you from viewing and listening to the AGM online if you so wish.

IV. RECOMMENDATIONS

The Directors are of the opinion that, all the resolutions as set out in the notice of the AGM for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

VI. MISCELLANEOUS

Unless otherwise provided herein, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Tian Tu Capital Co., Ltd.
(深圳市天圖投資管理股份有限公司)
Mr. Wang Yonghua
Chairman and Executive Director

Tian Tu Capital Co., Ltd.
Work Report of the Independent Directors for 2024

The Company and all members of the Board of Directors warrant that the contents of the Announcement are true, accurate and complete, and that there are no false records, misleading statements or material omissions, and shall bear individual and joint legal liabilities for the truthfulness, accuracy and completeness of its contents.

As independent directors of Tian Tu Capital Co., Ltd. (the “**Company**”), they strictly follow the provisions of the Company Law, the Articles of Association of the Company, and the Guidelines for the Governance of National Small and Medium Enterprises Stock Transfer System Listed Companies No. 2 — Independent Directors during their tenure, conscientiously, diligently and prudently performed their duties, actively attended relevant meetings, carefully considered the proposals, and completed the tasks assigned by the Board of Directors. The performance of the independent directors for 2024 is as below:

I. BASIC INFORMATION ABOUT THE CURRENT INDEPENDENT DIRECTORS

Wang Shilin, male, born in 1963, of Chinese nationality, graduated from China Minzu College (currently known as Minzu University of China) in 1987 with a bachelor’s degree in economics. He served at the Department of Fiscal and Financial Affairs of the State Planning Commission (currently known as National Development and Reform Commission) from 1987 to 1992. Then he served as the director of the Beijing office, general manager of bond and futures department, general manager of trading department, member of Party Committee, and chairman of labor union of China Southern Securities Co., Ltd. from 1992 to 2000. From 2000 to 2024, he served as the general manager, secretary of the Party Committee, and chairman of the board of Huashengda Investment Shareholding Co., Ltd.

Diao Yang, male, born in 1973, is a Hong Kong citizen with a bachelor of arts degree in economics from Connecticut College in the United States and a master of business administration degree from Columbia Business School in the United States. He worked at Credit Suisse First Boston, served as Managing Director of the investment banking department of J.P. Morgan Securities (Asia Pacific) Limited and the Co-Head of Corporate Finance Division at J.P. Morgan, Managing Director of China Renaissance Securities (Hong Kong) Limited, co-founder of Parantoux Capital Limited, initiated the founding of Paradigm Advisors Holdings (Hong Kong) Limited in November 2016 and has served as a director of Paradigm since then. He has served as an independent non-executive director of Huitongda Network Co. Ltd. (009878) since November 2023.

**ANNEX A WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE
DIRECTORS FOR 2024 OF THE COMPANY**

Tsai Lieh, male, born in 1980, of Taiwan, China, has a bachelor in business administration from National Taiwan University, and a master's degree in business administration from Cornell University's Samuel Curtis Johnson Graduate School of Management in the United States. He worked in the Strategic Planning Department of Cathay Financial Holdings and the Investment Banking Department of Citibank, and was a vice president at the Investment Banking Department of ICBC International, a vice president at Barclays Capital Asia Limited, and a Director in the Investment Banking Department of Huatai Financial Holdings. He is currently the chief financial officer of Peijia Medical Limited (09996.HK).

II. MEETING ATTENDANCE

During 2024, the Company held a total of 6 Board of Directors' meetings and 5 shareholders' meetings. The attendance of the independent directors, Mr. Wang Shilin, Mr. Diao Yang, Mr. Tsai Lieh and Mr. Liu Pingchun, is as follows:

Name of independent directors	Number of Board of Directors' meetings attended	Number of Board of Directors' on-site or by correspondence vote	Number of Board of Directors' meetings attended by proxy	Absence from Board of Directors' meeting	Failure to attend three consecutive meetings in person or failure to attend two consecutive meetings without delegating other directors to attend the meetings		Number of shareholders' meetings attended
					No	Yes	
Wang Shilin	4	4	0	0	No		3
Diao Yang	6	6	0	0	No		4
Tsai Lieh	6	5	1	0	No		5
Liu Pingchun	2	2	0	0	No		1

The Board of Directors of the Company has three specialized committees, namely the Remuneration Committee, the Audit Committee and the Nomination Committee. As members or chairmen of the specialized committees of the Board of Directors of the Company, the independent directors, during their tenure of office, have effectively performed the duties of the specialized committees in making decisions on the Company's major matters, have been informed of the progress of the Company's major matters in a timely manner, and have fulfilled their duties as the independent directors to safeguard the interests of the Company and all the shareholders in a practical manner.

III. EXPRESSION OF INDEPENDENT OPINIONS

Mr. Wang Shilin, Mr. Diao Yang, Mr. Tsai Lieh and Mr. Liu Pingchun, independent directors, have carefully understood and reviewed the Company's business activities in 2024, and have issued a total of 2 independent opinions as set out below:

Meeting Date	Meeting Name	Specific Matters	Type of opinions
April 30, 2024	The 14th Meeting of the Third Session of the Board of Directors	Nominate the independent non-executive director and propose his/her appointment to specialized committees of the Board of Directors	For
December 9, 2024	The 18th Meeting of the Third Session of the Board of Directors	Nominate a non-executive director and propose his/her appointment to specialized committees of the Board of Directors	For

IV. FULFILLMENT OF THE SPECIAL MANDATE OF INDEPENDENT DIRECTORS

During the performance of their duties in 2024, there were no independent directors who proposed to convene a Board of Directors' meeting, requested the Board of Directors to convene an extraordinary shareholders' meeting, proposed to employ or dismiss an accounting firm, independently engaged an external auditor and consultant, or conducted an on-site inspection, among other things.

V. OTHER CLARIFICATIONS REQUIRED

1. As independent directors of the Company, we perform our duties in strict accordance with the relevant laws and regulations and the provisions of the Articles of Association of the Company and the Working System for Independent Directors, participate in the Board of Directors' meetings of the Company, carefully consider the motions, objectively express our opinions and views, and make independent and impartial judgments using our professional knowledge to effectively protect the interests of minority shareholders.
2. We pay attention to the Company's operation and management. Through on-site and communication methods, we gain an in-depth understanding of the Company's production and operation, the improvement and implementation of the internal control system, the implementation of the Board of Directors' resolutions, financial management and business

development, and other related matters, pay attention to the Company's daily operating conditions and governance, and obtain the necessary information for decision-making in a timely manner. In this regard, we express our views fully at the Board of Directors' meetings, so as to promote scientific and objective decision-making by the Board of Directors.

3. Through continuous study of laws and regulations related to the performance of duties by independent directors, we have deepened our knowledge and understanding of the laws and regulations and raised our awareness of the protection of the legitimate rights and interests of the Company and investors.

Independent Directors: Wang Shilin, Diao Yang and Tsai Lieh
30 April 2025

PROJECTED ORDINARY RELATED PARTY TRANSACTIONS IN 2025

I. PROJECTED ORDINARY RELATED PARTY TRANSACTIONS

Based on the Company's business development needs in 2025 and the business transactions with related parties, and following the commercial principles of reimbursement, fairness and voluntariness, the prices of related party transactions will not deviate from the prices charged by independent third parties in the market for the provision of similar products or services.

Specifically, the Company expects the following ordinary related party transactions to occur in 2025:

No.	Details of Related Party Transactions	Estimated Transaction Amount (RMB0,000)
(i)	Payments by the Group to related parties	
1	Payment of house rental fee to a related party Shenzhen Tiantu Venture Capital Co., Ltd.	Referring to the market price, the estimated tax-inclusive price was RMB6.2 million.
(ii)	Fees charged by the Group from related parties	
1	Collection of fund management fees — Shenzhen Tiantu Dongfeng Medium Small and Micro Enterprises Equity Investment Fund Partnership (Limited Partnership)	Calculated at 2% of the total paid-in capital of all partners less the investment cost of exited projects
2	Collection of fund management fees — Shenzhen Tiantu Xingnan Investment Partnership Enterprise (Limited Partnership)	Based on 2% of the paid-in capital minus investment cost of exited projects
3	Collection of fund management fees — Putian Tiantu Food and Digital Industry Investment Partnership (Limited Partnership)	Based on 2% of the committed capital
4	Collection of fund management fees — Guangzhou Tiantu Yayi Venture Capital Partnership (Limited Partnership)	Based on 2% of paid-in capital
5	Collection of fund management fees — Suzhou Tiantu Changfei Industrial Investment Fund Partnership (Limited Partnership)	Based on 2% of paid-in capital

No.	Details of Related Party Transactions	Estimated Transaction Amount (RMB0,000)
6	Collection of fund management fees — Chongqing Rongchang Tianxiang Venture Capital Fund Partnership (Limited Partnership)	Based on 2% of paid-in capital
7	Collection of fund management fees — other newly established funds	In accordance with the Agreement

Affiliations: (i) Shenzhen Tiantu Venture Capital Co., Ltd. is a company controlled by Mr. Wang Yonghua, the controlling shareholder and actual controller of the Company;

The fund entities listed in (ii), the Company's controlling subsidiaries act as managers of the funds and collect management fees from the funds under management, while the funds under management constitute a connected relationship with the Company as an independent operating entity.

II. PRICING BASIS AND FAIRNESS

(i) Pricing Basis

Market-based pricing.

(ii) Pricing Fairness

The transactions between the Company and the related parties are fair and follow the principle of market price, which is fair and reasonable, and there is no behavior that is detrimental to the interests of the Company and any other shareholders of the Company, and the independence of the Company has not been affected by the Related Party transactions.

III. EXECUTION STATUS AND PRINCIPAL TERMS OF THE TRANSACTION AGREEMENT

Within the scope of the expected ordinary Related Party transactions in 2025, the operating management of the Company, in accordance with the needs of specific business development, will sign the relevant agreements.

IV. NECESSITY OF THE RELATED PARTY TRANSACTIONS AND IMPACT ON THE LISTED COMPANIES

The above related party transactions constitute ordinary related party transactions of the Company, which are necessary and reasonable for the Company's normal business development.

Executive Directors**(1) Wang Yonghua**

Mr. Wang Yonghua (王永華) (“Mr. Wang”), aged 61, has been a Director and the chairman of the Board since the inception of Company in January 2010 and was redesignated as an executive Director in April 2022. He has been the chairman of the Executive Committee since May 2019. He has also been a managing partner of Tiantu Capital Management Center since April 2012. He is primarily responsible for the overall management, development strategy, overall investment strategy and human resources management of our Company.

Mr. Wang has nearly 30 years of experience in the investment industry. Mr. Wang founded our predecessor company Tiantu Chuangye in April 2002 and has served as its legal representative, chairman of the board and general manager since April 2002. Prior to founding Tiantu Chuangye, he consecutively worked as the manager of the investment banking department, vice general manager, executive vice general manager and general manager of the fund management department of China Southern Securities Co., Ltd. (南方證券股份有限公司), and the general manager assistant and then the general manager of both fund investment department and market research department of China Southern Asset Management Co., Ltd. (南方基金管理股份有限公司) (formerly known as China Southern Asset Management Limited (南方基金管理有限公司)) from 1993 to 2000.

Mr. Wang was recognized as one of the top investors in China by the list of PEdaily.cn 2020 China Investors (2020投資界投資人100強), 2019 Forbes China Best Venture Capitalists (福布斯中國2019年最佳創業投資人100強), PEdaily.cn 2018 China Investors (2018投資界投資人100強), 2017 Forbes China Best Venture Capitalists (福布斯中國2017年最佳創業投資人100強), China Venture Hurun Midas List 2016 (投中胡潤2016年度中國最佳創業投資人100強) and 2016 China Venture – Financial Times China Top Investors (2016投中–金融時報中國領袖投資人100強).

Mr. Wang obtained his bachelor’s degree in software from Xiangtan University (湘潭大學) in the PRC in July 1985. He subsequently obtained his master’s degree in economics from the Postgraduate School for the Institute of Finance of the Head Office of the People’s Bank of China (中國人民銀行總行金融研究所研究生部) (currently known as PBC School of Finance, Tsinghua University (清華大學五道口金融學院)) in the PRC in September 1993. Mr. Wang obtained the China fund practitioner qualification certificate (中國證券投資基金業從業證書) from the AMAC in May 2017.

As at the Latest Practicable Date, Mr. Wang has the following interests in the Shares within the meaning of Part XV of the SFO:

Capacity/Nature of Interest	Number and class of Shares held	Approximate percentage of shareholding in the relevant class of Shares	Approximate percentage of shareholding in the total share capital of the Company
Beneficial owner	209,748,220 Unlisted Shares	40.35%	30.27%
Interest of controlled corporation ⁽¹⁾	18,180,485 Unlisted Shares	3.50%	2.62%

- (1) Mr. Wang is the sole executive partner of Shenzhen Tiantu Xingzhi Investment Enterprise (Limited Partnership) (深圳市天圖興智投資企業(有限合夥)), “**Tiantu Xingzhi**”) and Shenzhen Tiantu Xinghe Investment Enterprise (Limited Partnership) (深圳市天圖興和投資企業(有限合夥)), “**Tiantu Xinghe**”), each of which held 8,750,000 Unlisted Shares in our Company, respectively. As such, Mr. Wang is deemed to be interested in the Shares held by Tiantu Xingzhi and Tiantu Xinghe in our Company under the SFO. Tiantu Chuangye Investment Co., Ltd. (深圳市天圖創業投資有限公司, “**Tiantu Chuangye**”) holds 680,485 Unlisted Shares in our Company. Mr. Wang holds a 1% equity interest in Tiantu Chuangye.

The Company will enter into a service contract with him upon the approval of his appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. Mr. Wang Yonghua has proposed that he will not receive any fixed remuneration for serving as a director (save that he may be remunerated in accordance with his existing remuneration arrangements with the Company).

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Mr. Wang confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(2) Mr. Feng Weidong

Mr. Feng Weidong (馮衛東) (“Mr. Feng”), aged 53, has been a Director since July 2015 and was redesignated as an executive Director in April 2022. He has been the chief financial officer of our Company since April 2022 and the general manager of our Company since its inception in January 2010. He has also been the vice chairman of the Executive Committee since May 2019 and a managing partner of Tiantu Capital Management Center since April 2012. He is primarily taking charge of the financial department and is responsible for the financial management, the brand management and providing strategic and management advice to our Company and assisting the work of the chairman of the Executive Committee.

Mr. Feng has over 20 years of experience in the investment industry. Mr. Feng joined TVZone Media Co., Ltd. (中廣天擇傳媒股份有限公司) (“**TVZone**”) (formerly known as Hunan Changguang Tianze Media Co., Ltd. (湖南長廣天擇傳媒有限公司)), a company listed on the Shanghai Stock Exchange (stock code: 603721) and our former investee company, as a non-executive director in May 2011, and he left TVZone in July 2021 due to our exit of investment in TVZone. Prior to joining our Group, Mr. Feng worked as deputy general manager of Tiantu Chuangye from April 2002 to July 2015.

Mr. Feng is the author of the monograph on brand positioning theory called Upgrade Positioning (升級定位) and was recognized as one of the top investors in China by the list of China Venture Midas List and Top 20 Best New Consumer Investors in China from 2021 to 2024 (投中2021-2024年度中國最佳創業投資人100強及中國最佳新消費產業投資人20強), Top 50 Influential VC Investors in China by China Venture Capital Research Institute in 2021 (中國風險投資研究院2021年度中國影響力VC投資家50強), 2020 Forbes China Best Venture Capitalists (福布斯中國2020年最佳創業投資人100強), PEdaily.cn 2019 China Investors (2019投資界投資人100強), 2018 Forbes China Best Venture Capitalists (福布斯中國2018年最佳創業投資人100強), China Venture Midas List 2017 (投中2017年度中國最佳創業投資人100強) and China Venture Hurun Midas List 2016 (投中胡潤2016年度中國最佳創業投資人100強).

Mr. Feng obtained his bachelor’s degree in microbiology from Sichuan University (四川大學) in the PRC in July 1993. He further obtained his master’s degree in business administration from Tsinghua University (清華大學) in the PRC in June 2000. Mr. Feng obtained the China fund practitioner qualification certificate (中國證券投資基金業從業證書) from the AMAC in November 2014.

As at the Latest Practicable Date, Mr. Feng has the following interests in the Shares within the meaning of Part XV of the SFO:

Capacity/Nature of Interest	Number and class of Shares held	Approximate percentage of shareholding in the relevant class of Shares	Approximate percentage of shareholding in the total share capital of the Company
Beneficial owner	7,000,000 Unlisted Shares	1.35%	1.01%

Mr. Feng also holds a minority interest in Tiantu Xinghe.

The Company will enter into a service contract with him upon the approval of his appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. Mr. Feng has proposed that he will not receive any fixed remuneration for serving as a director (save that he may be remunerated in accordance with his existing remuneration arrangements with the Company).

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Mr. Feng confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Mr. Feng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Feng that need to be brought to the attention of the Shareholders.

(3) Zou Yunli

Ms. Zou Yunli (鄒雲麗) (“Ms. Zou”), aged 52, has been a Director since July 2015 and was redesignated as an executive Director in April 2022. She has been a member of the Executive Committee since May 2019. She has also been a managing partner and the general manager of the private equity department of Tiantu Capital Management Center since February 2012 and February 2018, respectively. She is primarily responsible for taking charge of the private equity department and providing strategic and management advice to our Company.

Ms. Zou has over 18 years of experience in accounting and finance. Ms. Zou has been a non-executive director of 51 Credit Card Inc., a company listed on Stock Exchange (stock code: 2051), and its subsidiary, Hangzhou Enniu Network Technology Co., Ltd. (杭州恩牛網絡技術有限公司), since November 2017 and September 2017, respectively. Ms. Zou served as the chief financial officer of our Company from January 2010 to April 2022. She worked as the chief financial officer of Tiantu Chuangye from September 2009 to February 2012. From October 2006 to May 2009, she successively worked at Shenzhen Jinjia Color Printing Group Co., Ltd. (深圳勁嘉彩印集團股份有限公司) (currently known as Shenzhen Jinjia Group Co., Ltd. (深圳勁嘉集團股份有限公司)), a company listed on Shenzhen Stock Exchange (stock code: 002191)), Shenzhen Fordick Taxation Specialists Co., Ltd. (深圳市賦迪稅務師事務所有限公司), Credit Orienwise Orienland Group Co., Ltd. (深圳市中蘭德融資擔保集團股份有限公司) and Shenzhen Huazheng Accounting Firm (深圳華證會計師事務所).

Ms. Zou was recognized as one of the top investors in China by the list of 2019, 2021, 2022 and 2024 Forbes China Venture Capitalists Top 100 (福布斯2019, 2021, 2022及2024年中國創投人100強), 36Kr.com 2021 China Best Investors in Big Consumer Sector Top 20 (36氪2021年中國大消費領域投資人20強), 2017-2018 Forbes China Best Female Venture Capitalists Top 25 (福布斯2017-2018年中國最佳女性創投人25強), China Venture 2017-2018 China Best Venture Capitalists Top 100 (投中2017-2018年中國最佳創業投資人100強) and 36Kr.com 2017 China Most Popular PE Investors among Entrepreneurs Top 10 (36氪2017年中國最受創業者歡迎PE投資人10強).

Ms. Zou obtained her bachelor’s degree in economics from Zhongnan University of Economics (中南財經大學) (currently known as Zhongnan University of Economics and Law (中南財經政法大學)) in the PRC in July 1994. She obtained her master of professional accountancy degree from The Chinese University of Hong Kong in December 2004. She further obtained her executive master’s degree in business administration from The Hong Kong University of Science and Technology in June 2017. Ms. Zou became a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in August 1998. She obtained the China fund practitioner qualification certificate (中國證券投資基金業從業證書) from the AMAC in May 2017.

As at the Latest Practicable Date, Ms. Zou has the following interests in the Shares within the meaning of Part XV of the SFO:

Capacity/Nature of Interest	Number and class of Shares held	Approximate percentage of shareholding in the relevant class of Shares	Approximate percentage of shareholding in the total share capital of the Company
Beneficial owner	3,500,000 Unlisted Shares	0.67%	0.51%
Interest of spouse	264,000 Unlisted Shares	0.05%	0.04%

The Company will enter into a service contract with her upon the approval of her appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. Ms. Zou has proposed that she will not receive any fixed remuneration for serving as a director (save that she may be remunerated in accordance with her existing remuneration arrangements with the Company).

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Ms. Zou confirmed that (i) she did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) she does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) she does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Ms. Zou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Zou that need to be brought to the attention of the Shareholders.

Non-executive Directors**(4) Wang Shisheng**

Wang Shisheng (王仕生), aged 54, holds a bachelor of law in economic law from Zhongnan University of Economics and Law (中南政法學院), a master's degree in finance from Renmin University of China, and a Ph.D. in International Economics from Renmin University of China. He began his career in 1993 and has held various positions, including government official, Managing Director, and Chairman, at the Futian District Government of Shenzhen, Shenzhen Futian Investment and Development Co., and Shenzhen New Media Advertising Industrial Park Development Company (深圳新媒體廣告產業園發展公司). Since August 2015, he has served as the Chairman of Futian Guiding Fund (深圳市福田引導基金投資有限公司) and the Chairman of Shenzhen Futian Capital Operations Group Co., Ltd. (深圳市福田資本運營集團有限公司). He also concurrently holds the positions of Director of Shenzhen Guoxin IoT Technology Co., Ltd. (深圳市國芯物聯科技有限公司) and Director of Shenzhen Oriental Fortune Sea Investment Management Co., Ltd. (深圳市東方富海投資管理有限公司).

As at the Latest Practicable Date, Mr. Wang Shisheng does not have any interest in the Shares within the meaning of Part XV of the SFO.

The Company will enter into a service contract with him upon the approval of his appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. Mr. Wang Shisheng has proposed that he will not receive any fixed remuneration for serving as a director.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Mr. Wang Shisheng confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Mr. Wang Shisheng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang Shisheng that need to be brought to the attention of the Shareholders.

(5) Li Lan

Mr. Li Lan (黎瀾), aged 56, has been a Director since December 2016 and was redesignated as a non-executive Director in April 2022. He is primarily responsible for providing professional advice to the Board.

Mr. Li Lan has been serving as the general manager of Shenzhen Yehaitong Investment Development Co., Ltd. (深圳市業海通投資發展有限公司), our Shareholder, since April 2004, where he is responsible for daily operation.

Mr. Li Lan obtained his bachelor's degree and master's degree in information systems engineering from National University of Defense Technology (國防科技大學) in the PRC in July 1989 and June 1992, respectively.

As at the Latest Practicable Date, Mr. Li Lan does not have any interest in the shares within the meaning of Part XV of the SFO.

The Company will enter into a service contract with him upon the approval of his appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. His proposed fixed remuneration shall be HK\$300,000 per year (or its equivalent in RMB, before tax), which was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to his role, qualification, level of experience, the contribution to be made by him to the Company.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Mr. Li Lan confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Mr. Li Lan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li Lan that need to be brought to the attention of the Shareholders.

(6) Yao Jiawen

Ms. Yao Jiawen (姚嘉雯), aged 33, was appointed as a non-executive Director in December 2024. She is primarily responsible for providing professional advice to the Board.

Ms. Yao Jiawen has expertise and experience in the field of law. Ms. Yao has been serving as a business director at Country Garden Venture Capital (深圳市碧桂園創新投資有限公司) since December 2020, a supervisor at Inner Mongolia Saifeiya Agricultural Science and Technology Development Co., Ltd (內蒙古塞飛亞農業科技發展股份有限公司) since December 2023 and a supervisor at China Securities Credit Investment Co., Ltd. (中證信用增進股份有限公司) since January 2025. From April 2017 to November 2020, Ms. Yao Jiawen worked as a lawyer at Beijing Junhe Law Firm (北京市君合律師事務所).

Ms. Yao Jiawen obtained her dual Bachelor's degrees in Law and Finance from Zhongnan University of Economics and Law (中南財經政法大學) in June 2014. She further obtained a Juris Doctor (J.D.) degree from City University of Hong Kong (香港城市大學) in February 2017. She received her legal professional qualification certificate issued by the Ministry of Justice of the PRC in August 2014 and obtained her lawyer's practice certificate in March 2019.

As at the Latest Practicable Date, Ms. Yao Jiawen does not have any interest in the shares within the meaning of Part XV of the SFO.

The Company will enter into a service contract with her upon the approval of her appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. Her proposed fixed remuneration shall be HK\$300,000 per year (or its equivalent in RMB, before tax), which was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to his role, qualification, level of experience, the contribution to be made by him to the Company.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Ms. Yao Jiawen confirmed that (i) she did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) she does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) she does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Ms. Yao Jiawen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Yao Jiawen that need to be brought to the attention of the Shareholders.

Independent Non-executive Directors

(7) Wang Shilin

Mr. Wang Shilin (王世林), aged 61, was appointed as an independent non-executive Director in May 2024. He is primarily responsible for providing independent advice and judgment to the Board of Directors. Mr. Wang Shilin was a principal staff member of National Development and Reform Commission from July 1987 to March 1993. Then he served as the director of the Beijing office, general manager of bond and futures department, general manager of trading department, member of Party Committee, and chairman of labor union of China Southern Securities Co., Ltd. (南方證券股份有限公司) from March 1993 to December 2000. From December 2000 to March 2024, he served as the secretary of the Party Committee, chairman of the board and general manager of Huashengda Investment Shareholding Co., Ltd. (深圳市華晟達投資控股有限公司). Mr. Wang Shilin obtained his bachelor's degree in economics from China Minzu College (中國中央民族學院) (currently known as Minzu University of China (中央民族大學)) in the PRC in July 1987.

As at the Latest Practicable Date, Mr. Wang Shilin does not have any interest in the shares within the meaning of Part XV of the SFO.

The Company will enter into a service contract with him upon the approval of his appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. His proposed fixed remuneration shall be HK\$300,000 per year (or its equivalent in RMB, before tax), which was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to his role, qualification, level of experience, the contribution to be made by him to the Company.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Mr. Wang Shilin confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Mr. Wang Shilin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang Shilin that need to be brought to the attention of the Shareholders.

(8) Diao Yang

Mr. Diao Yang (刁揚), aged 51, was appointed as an independent non-executive Director in April 2022. He is primarily responsible for providing independent advice and judgement to the Board.

Mr. Diao Yang has over 18 years of experience in corporate finance. He founded Paradigm Advisors Holdings (Hong Kong) Limited (騰達資本顧問有限公司) in November 2016 and has been serving as its director since then. He has been the co-founder of Parantoux Capital Limited (藍藤資本有限公司) since March 2016. From October 2014 to April 2016, he worked as a managing director of the investment banking department of China Renaissance Securities (Hong Kong) Limited. He worked at J.P. Morgan Securities (Asia Pacific) Limited from May 2006 to October 2014, where his last position was a managing director at the global investment banking department. He worked as an associate at Morgan Stanley Asia Limited from July 2005 to April 2006. He was appointed as an independent non-executive director of Huitongda Network Co., Ltd. a company listed on the Stock Exchange (stock code: 009878) in November 2023.

Mr. Diao Yang obtained his bachelor of arts degree in economics from Connecticut College in the United States in May 1997. He further obtained his master of business administration degree from Columbia Business School in the United States in May 2001.

As at the Latest Practicable Date, Mr. Diao Yang does not have any interest in the shares within the meaning of Part XV of the SFO.

The Company will enter into a service contract with him upon the approval of his appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. His proposed fixed remuneration shall be HK\$300,000 per year (or its equivalent in RMB, before tax), which was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to his role, qualification, level of experience, the contribution to be made by him to the Company.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save as disclosed above, Mr. Diao Yang confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Mr. Diao Yang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Diao Yang that need to be brought to the attention of the Shareholders.

(8) Tsai Lieh (alias. Tsai Leo)

Mr. Tsai Lieh (蔡洌) (alias. Tsai Leo), aged 44, was appointed as an independent non-executive Director in April 2022. He is primarily responsible for providing independent advice and judgement to the Board.

Mr. Tsai Lieh has been serving as the chief financial officer of Peijia Medical Limited, a company listed on the Hong Kong Stock Exchange (stock code: 9996), where he is primarily responsible for overseeing the overall financial management and corporate development since April 2019. Prior to that, Mr. Tsai Lieh gained broad experience in managerial positions in the investment banking sector. He was a director at Huatai Financial Holdings (Hong Kong) Limited from October 2016 to January 2019, a vice president at Barclays Capital Asia Limited from December 2015 to July 2016, and a vice president at ICBC International Capital Limited from June 2013 to October 2015.

Mr. Tsai Lieh received his bachelor's degree in business administration from National Taiwan University in Taiwan in June 2003, and he further obtained his degree of master of business administration from Cornell University's Samuel Curtis Johnson Graduate School of Management in the United States in May 2011.

As at the Latest Practicable Date, Mr. Tsai Lieh had not had any interests in shares pursuant to Part XV of the Securities and Futures Ordinance.

The Company will enter into a service contract with him upon the approval of his appointment to the fourth session of the Board by the general meeting. The service contract term shall not exceed three years and will expire upon the conclusion of the fourth session of the Board, with the term being renewable upon re-election. The proposed fixed remuneration is HK\$300,000 per annum (or the equivalent amount in RMB, pre-tax), determined by the Board based on the recommendations of the Board Remuneration Committee, with reference to his role, qualifications, level of experience, and contributions to be made to the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. Tsai Lieh confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

There is no other information which is discloseable nor is Mr. Tsai Lieh involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Tsai Lieh that need to be brought to the attention of the Shareholders.

The Company will enter into a service contract with each of the above-mentioned Director Candidates as soon as possible after their terms of office come into effect if their appointments are approved at the AGM.

In accordance with Rule 3.13 of the Listing Rules, each of Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh has confirmed to the Company that: (1) he/she complies with the independence requirement in relation to each of the factors set out in Rules 3.13 (1) to (8) of the Listing Rules; (2) he/she has no past or present financial and other interests in the business of the Company and its subsidiaries and is not connected with any core connected person of the Company (as defined in the Listing Rules); and (3) there are no other factors that may affect his/her independence as an independent non-executive Director.

(1) Mr. Li Kanglin

Mr. Li Kanglin (李康林) ("Mr. Li"), aged 45, has been our Supervisor since May 2019. Mr. Li has also been a partner of Tiantu Capital Management Center since July 2012. He is primarily responsible for supervising the performance of our Directors and the senior management of our Company and performing other supervisory duties as a Supervisor.

Prior to joining our Group, Mr. Li successively worked at Orient Securities Company Limited (東方證券股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600958) and the Stock Exchange (stock code: 3958), First Capital Securities Co., Ltd. (第一創業證券股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002797), Sinolink Securities Co., Ltd. (國金證券股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600109) and Zhongshan Securities Co., Ltd (中山證券有限責任公司), where he was responsible for general securities business from June 2004 to July 2012.

Mr. Li obtained his bachelor's degree in investment economics from Central University of Finance and Economics (中央財經大學) in the PRC in June 2001. He subsequently obtained his master's degree of business administration from China Europe International Business School (中歐國際工商學院) in the PRC in October 2011. He further obtained his executive master of business and administration degree from Cheung Kong Graduate School of Business (長江商學院) in the PRC in September 2014.

Mr. Li obtained the China fund practitioner qualification certificate (中國證券投資基金業從業證書) from the AMAC in June 2017.

As at the Latest Practicable Date, Mr. Li had not had any interests in shares pursuant to Part XV of the Securities and Futures Ordinance.

The Company will enter into a service contract with Mr. Li as soon as possible after his term of office come into effect if his appointment is approved at the AGM.

Save as disclosed in this circular, Mr. Li confirmed that (1) he does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director in any other listed companies in the past three years; (2) he does not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any Shares within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

Save as disclosed above, Mr. Li confirmed that there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning the appointment that need to be brought to the attention of the Shareholders.

(2) Mr. Di Zhe

Mr. Di Zhe (狄喆) (“Mr. Di”), aged 43, has been an employee representative Supervisor since July 2021. He has also been our legal director since May 2015. He is primarily responsible for supervising the performance of our Directors and the senior management of our Company and performing other supervisory duties as a Supervisor.

Prior to joining our Group, he worked as an assistant director of strategy and investment in the strategic development department of China Resources Ng Fung (China) Investment Co., Limited (華潤五豐(中國)投資有限公司) from November 2011 to April 2015. He worked as a lawyer of Guangdong Sincere Partners & Attorneys (廣東星辰律師事務所) from 2005 to November 2011.

Mr. Di obtained his bachelor’s degree in law from Hebei University of Economics and Business (河北經貿大學) in the PRC in July 2003. He further obtained his master’s degree in law from London School of Economics and Political Science in the United Kingdom in November 2004.

Mr. Di obtained the PRC Legal Professional Qualification (中華人民共和國法律職業資格證) from the Ministry of Justice of the PRC in February 2006. He obtained the China fund practitioner qualification certificate (中國證券投資基金業從業證書) from the AMAC in December 2017.

As at the Latest Practicable Date, Mr. Di has the following interests in the Shares within the meaning of Part XV of the SFO:

Capacity/nature of interest	Number and class of Shares held	Approximate percentage of shareholding in the relevant class of Shares	Approximate percentage of shareholding in the total share capital of our Company
Beneficial owner	7,300 Unlisted Shares	0.00%	0.00%

The Company will enter into a service contract with Mr. Di as soon as possible after his term of office come into effect if his appointment is approved at the AGM.

Save as disclosed in this circular, Mr. Di confirmed that (1) he does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director in any other listed companies in the past three years; (2) he does not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any Shares within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

Save as disclosed above, Mr. Di confirmed that there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning the appointment that need to be brought to the attention of the Shareholders.

TiantuCapital  天图投资

— 专注消费品投资 1973.HK —

Tian Tu Capital Co., Ltd.
深圳市天图投资管理股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1973)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Tian Tu Capital Co., Ltd. (the “Company”) will be held at the Conference Room of the Company, Unit 05, 43/F Shenzhen Metro Real Estate Building Shennan Avenue Shatou Street Futian District Shenzhen on May 23, 2025 at 10:00 a.m. for the purpose of considering and, if though fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated April 30, 2025.

Ordinary Resolutions

1. To consider and approve the resolution on the 2024 report of the Board.
2. To consider and approve the resolution on the 2024 report of the Supervisory Committee.
3. To consider and adopt the resolution on the 2024 Annual Report (H Share) of the Company.
4. To consider and adopt the resolution on the 2024 Annual Report and its summary (NEEQ).
5. To consider and approve the resolution of the 2024 work report of the independent non-executive directors.
6. To consider and approve the 2024 annual financial report of the Company.
7. To consider and approve the 2024 profit distribution plan to not make any profit distribution.
8. To consider and approve the Projected 2025 Ordinary Related Party Transactions.
9. To consider and approve the re-election and appointment of the fourth session of the Board:
 - 9.1 the re-election of Mr. Wang Yonghua as an executive Director;

NOTICE OF 2024 ANNUAL GENERAL MEETING

- 9.2 the re-election of Mr. Feng Weidong as an executive Director;
 - 9.3 the re-election of Ms. Zou Yunli as an executive Director;
 - 9.4 the appointment of Mr. Wang Shisheng as a non-executive Director;
 - 9.5 the re-election of Mr. Li Lan as a non-executive Director;
 - 9.6 the re-election of Ms. Yao Jiawen as a non-executive Director;
 - 9.7 the re-election of Mr. Wang Shilin as an independent non-executive Director;
 - 9.8 the re-election of Mr. Diao Yang as an independent non-executive Director; and
 - 9.9 the re-election of Mr. Tsai Lieh as an independent non-executive Director.
- 10. To consider and approve the re-election and appointment of shareholders' representative supervisors of the fourth session of the supervisory committee:
 - 10.1 the re-election of Mr. Li Kanglin as the shareholders' representative Supervisor; and
 - 10.2 the appointment of Mr. Di Zhe as the shareholders' representative Supervisor.
 - 11. To determine the allowances for non-executive directors during the term of office.
 - 12. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the external international auditors of the Company and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the external domestic auditor of the Company for 2025 with a term of one year, and to authorize the Board to determine the specific matters, including but not limited to fix their remunerations, in relation to such appointment.

Special Resolutions

- 13. To consider and approve the proposed issuance by the Company of corporate credit bonds with a total amount not exceeding RMB500 million (inclusive of RMB500 million) under the framework set out in the circular issued by the Company on April 30, 2025;

NOTICE OF 2024 ANNUAL GENERAL MEETING

14. To consider and approve the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby authorised to handle matters relating to the issue of the corporate credit bonds with absolute discretion to the extent permitted under the relevant laws and regulations.
15. To consider and approve:
- (a) the issuance by the Company of medium-term notes with a total amount not exceeding RMB200 million (inclusive of RMB200 million) under the framework set out in the Company’s circular dated on April 30, 2025;
 - (b) the Board of the Company is hereby authorized to fully handle matters relating to the issuance of the Medium-term Notes, within the scope permitted by applicable laws and regulations.

By Order of the Board
Tian Tu Capital Co., Ltd.
(深圳市天圖投資管理股份有限公司)
Mr. Wang Yonghua
Chairman and Executive Director

Shenzhen, PRC, April 30, 2025

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) or the Company’s office at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, PRC, the PRC (for holders of Unlisted shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. May 22, 2025 at 10:00 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the “**Shareholders**”) from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.

NOTICE OF 2024 ANNUAL GENERAL MEETING

- (vi) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the AGM, the register of members of H shares of the Company will be closed from May 20, 2025 to May 23, 2025 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be May 20, 2025. In order to qualify for the entitlement to attend and vote at the above AGM, the H shareholders of the Company must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4: 30 p.m. on May 19, 2025.
- (vii) The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and food and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (ix) All times refer to Hong Kong local time, except as otherwise stated.