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TiantuCapital  天图投资

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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;
 - 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;

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.

- (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.

As at the date of this notice, the Board comprises Mr. Wang Yonghua, Mr. Feng Weidong. Ms. Zou Yunli and Mr. Li Xiaoyi as executive directors; Mr. Li Lan and Ms. Yao Jiawen as non-executive directors; and Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive directors.