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TIAN CHENG HOLDINGS LIMITED
天成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2110)

INSIDE INFORMATION
RECEIPT OF REQUISITION LETTER FROM A SHAREHOLDER TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND RESUMPTION OF TRADING

This announcement is made by the board (the "**Board**") of directors (the "**Director(s)**") of Tian Cheng Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

RECEIPT OF THE REQUISITION LETTER

On 23 November 2026, the Company received a letter of requisition (the "**Requisition Letter**") from WITH LI IPO OPERATIONS LIMITED (the "**Requisitionist**"), requesting the Board to convene an extraordinary general meeting of the Company (the "**EGM**") in accordance with Article 64 of the articles of association of the Company (the "**Articles**") for the purpose of considering and, if thought fit, passing the following resolutions separately as ordinary resolutions of the Company:

1. "THAT Ms. Zheng Yanling be and is hereby removed from office as Chairman and an executive director of the Company with effect immediately upon the conclusion of the EGM."

2. "THAT Mr. Luo Hao be and is hereby removed from office as an executive director of the Company with effect immediately upon the conclusion of the EGM."

3. "THAT Mr. Ouyang Jianwen be and is hereby removed from office as an executive director and Chief Executive Officer of the Company with effect immediately upon the conclusion of the EGM."

4. "THAT Ms. Jiang Chunxia be and is hereby removed from office as an executive director of the Company with effect immediately upon the conclusion of the EGM."

5. "THAT Mr. Zheng Qinggui be and is hereby removed from office as an executive director of the Company with effect immediately upon the conclusion of the EGM."

6. "THAT Mr. Nie Zheng be and is hereby removed from office as an executive director of the Company with effect immediately upon the conclusion of the EGM."

7. "THAT Mr. Wan San Fai Vincent be and is hereby removed from office as an independent non-executive director of the Company with effect immediately upon the conclusion of the EGM."

8. "THAT Mr. Wen Xiaoxiao be and is hereby removed from office as an independent non-executive director of the Company with effect immediately upon the conclusion of the EGM."

9. "THAT Mr. Yin Jun be and is hereby removed from office as an independent non-executive director of the Company with effect immediately upon the conclusion of the EGM."

10. "THAT any person appointed as a director of the Company (if any) during the period from the date of service of this requisition letter until the conclusion of the EGM (or any adjournment thereof) shall cease to be a director upon the conclusion of the EGM (or the relevant adjourned meeting)."

11. "THAT each person, if any, appointed as a director of the Company during the period commencing on the date of deposit of this Requisition Letter and ending at the conclusion of the EGM (or any adjournment thereof), be and is hereby removed from office as a director of the Company with effect immediately upon the conclusion of the EGM (or the relevant adjourned meeting)."

12. "THAT 李群生 be and is hereby appointed as Chief Executive Officer and an executive director of the Company with effect immediately upon the conclusion of the EGM."

13. "THAT 齊培之 be and is hereby appointed as Chairman and an executive director of the Company with effect immediately upon the conclusion of the EGM."

14. "THAT 鍾毅諾 be and is hereby appointed as an executive director of the Company with effect immediately upon the conclusion of the EGM."

15. "THAT 何代明 be and is hereby appointed as an executive director of the Company with effect immediately upon the conclusion of the EGM."

16. "THAT 黃金才 be and is hereby appointed as an independent non-executive director of the Company with effect immediately upon the conclusion of the EGM."

17. "THAT 賴祐康 be and is hereby appointed as an independent non-executive director of the Company with effect immediately upon the conclusion of the EGM."

18. "THAT 張琦 be and is hereby appointed as an independent non-executive director of the Company with effect immediately upon the conclusion of the EGM."

19. "THAT the Requisitionist requests all current directors in office (including any director appointed as a director of the Company during the period commencing on the date of deposit of this Requisition Letter and ending at the conclusion of the EGM (or any adjournment thereof)) ('**Existing Directors**', and together the '**Existing Board**')) to sign a written undertaking letter regarding the authenticity, accuracy and completeness of the Company's audited financial statements for the past three financial years (namely the FY2023, FY2024 and FY2025) (being a request made by a general meeting and not imposing any mandatory statutory obligation to sign on the directors), confirming and warranting that such financial statements do not contain any false records, misleading statements or material omissions, and requires that: (a) each Existing Director shall sign such undertaking letter within fourteen (14) days commencing on the date of deposit of this Requisition Letter (i.e., no later than 7 December 2026, assuming the Requisition Letter was deposited on 23 November 2026); (b) the Existing Board shall, within two (2) business days after receiving all signed undertaking letters, publish an announcement on the website of The Stock Exchange of Hong Kong Limited and the Company's website disclosing to all shareholders the full text of such signed undertaking letters; if any Existing Director refuses to sign, fails to sign within the time limit or signs subject to reservations, the Existing Board shall disclose in the same announcement the name of such director and the details of the refusal, late non-signing or reservations attached; and (c) any Existing Director who refuses, fails to sign within the time limit or signs subject to material reservations, may be regarded as showing objective indications of a lack of confidence in the authenticity of the Company's financial statements, on the basis of which shareholders may vote 'no confidence' regarding such Existing Director's continued service."

20. "THAT the proposed rights issue of the Company pursuant to the announcement of the Company dated 11 November 2026 (the 'Announcement'), namely the rights issue on the basis of three (3) rights shares for every one (1) share ('3-for-1') held at a subscription price of HK$0.463 per rights share (the 'Rights Issue', having the same meaning as defined in the Announcement), be and is hereby cancelled, and the Board be and is hereby instructed and authorised to immediately take all necessary actions to withdraw, suspend and terminate the Rights Issue, including terminating the relevant underwriting arrangements, publishing an announcement to inform all shareholders of the Company and suspending all actions relating to the rights issue prior to the holding of the EGM."

21. "THAT any one or more of the directors of the Company then in office be and is/are hereby authorised to do all such acts and things and execute all such documents as they may consider necessary, desirable or expedient to implement and give effect to the foregoing resolutions and to attend to any necessary registration(s) and filing(s) for and on behalf of the Company."

Pursuant to Article 64 of the Articles, an EGM shall be convened on the requisition of one or more Shareholders holding, on the date of deposit of the requisition, not be less than 10% of the voting rights (on a one vote per Share basis) in the issued share capital of the Company. Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the EGM concerned, and such requisition shall be made in writing to the Board or the Secretary. The EGM shall be held within two months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene the EGM, the requisitionist(s) may convene it in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company.

The Board is currently seeking professional advice to determine whether procedures regarding the alleged demands are compliant and to take appropriate action in this regard. The Company will issue further announcements in due course.

RESUMPTION OF TRADING

Pending the release of this announcement, trading in the shares of the Company has been halted with effect from 9:30 a.m. Tuesday, 24 November 2026. An application has been made by the Company to the Stock Exchange for resumption of trading in the shares of the Company with effect from 9:00 a.m. on Wednesday, 25 November 2026.

By Order of the Board
Tian Cheng Holdings Limited
Zheng Yanling
Chairman and Executive Director

Hong Kong, 24 November 2026

As at the date of this announcement, the executive Directors of the Company are Ms. Zheng Yanling, Mr. Luo Hao, Mr. Ouyang Jianwen, Ms. Jiang Chunxia, Mr. Zheng Qinggui and Mr. Nie Zheng; and the independent non-executive Directors are Mr. Wan San Fai Vincent, Mr. Wen Xiaoxiao and Mr. Yin Jun.