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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Tian Cheng Holdings Limited (the “**Company**”) will be held at Rooms 506-507A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 31 October 2023 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolution as ordinary resolution of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange
  - (a) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.1 each (each a “**Consolidated Share**”) and such Consolidated Share shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and

- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

Hong Kong, 13 October 2023

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

*Registered office:*  
PO Box 1350  
Windward 3  
Regatta Office Park  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Rooms 506-507A  
Empire Centre  
68 Mody Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Where there are joint registered holders of any Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. The transfer books and Register of Members of the Company will be closed from Thursday, 26 October 2023 to Tuesday, 31 October 2023, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 25 October 2023.
7. A form of proxy for use by shareholders at the Meeting is enclosed.

*As at the date of this notice, the Board comprises nine Directors, namely Ms. Zheng Yanling, Mr. Heung Yue Wing, Mr. Ouyang Jianwen, Mr. Luo Hao, Mr. Wong Yuk and Mr. Zhao Dongquan as executive Directors; and Mr. Wan San Fai Vincent, Mr. Zhang Wenyong and Mr. Luo Sheng as independent non-executive Directors.*