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TiantuCapital  天图投资

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**Tian Tu Capital Co., Ltd.**

**深圳市天圖投資管理股份有限公司**

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

**(Stock Code: 1973)**

## **NOTICE OF 2023 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 23/F-3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on May 23, 2024 at 9:30 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, 2024.

### **Ordinary Resolutions**

1. To consider and approve the resolution on the 2023 report of the Board.
2. To consider and approve the resolution on the 2023 report of the Supervisory Committee.
3. To consider and adopt the resolution on the 2023 Annual Report of the Company.
4. To consider and adopt the resolution on the summary of the 2023 Annual Report.
5. To consider and approve the work report of the independent non-executive directors for 2023 of the Company.
6. To consider and approve the 2023 annual financial report of the Company.
7. To consider and approve the 2023 profit distribution plan to not make any profit distribution.
8. To consider and approve the Projected 2024 Related Party Transactions.

9. To consider and approve the proposed appointment of Mr. Wang Shilin (王世林) as an independent non-executive Director of the Company.
10. To consider and approve the proposed remuneration of the non-executive Directors of the Company.
11. 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 2024 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.
12. To consider and approve the External Financial Assistance.

### **Special Resolution**

13. To consider and approve the resolution to grant the General Mandate to the Board to Issue H Shares of the Company.

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*

PRC, April 30, 2024

*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, 2024 at 9:30 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, 2024 to May 23, 2024 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be May 23, 2024. 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 17, 2024.
- (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 Mr. Dai Yongbo as non-executive directors; and Mr. Liu Pingchun, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive directors.*