

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)

FORM OF PROXY

I/We^(note 1) _____

of _____

being the registered holder(s) of^(note 2) _____ H shares of RMB1.00

each in the share capital of Tian Tu Capital Co., Ltd.* (深圳市天圖投資管理股份有限公司) (the “Company”), **HEREBY APPOINT**

THE CHAIRMAN OF THE MEETING^(note 3) or _____

of _____

to act as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the “Meeting”) to 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. and any adjourned meeting thereof, for the purposes of considering and, if thought fit, passing the resolution^(note 4) as set out in the notice convening the Meeting and to vote for me/us and in my/our name(s) in respect of the resolution as indicated below at the Meeting (and at any adjourned meeting thereof). 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 RESOLUTION ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
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 resolution of the work report of the independent non-executive directors.			
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 ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
13.	To consider and approve the resolution to grant the General Mandate to the Board to Issue H Shares of the Company.			

Date: _____ 2024

Signature(s): _____

Notes:

1. Full name(s) (in Chinese and English, as registered in the register of members of H shares) and registered address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of H shares of the Company registered under your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all H shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is appointed, please strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his behalf. If a shareholder appoints more than one proxy, his proxies may only exercise voting rights at a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. The full text of the resolution is set out in the circular of the Meeting dated April 30, 2024, together with which this form of proxy will be sent to shareholders of the Company. Any shareholder who wishes to appoint a proxy shall refer to the Meeting circular.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, PLEASE TICK THE BOX MARKED “ABSTAIN” BESIDE THE RESOLUTION. IN COUNTING THE VOTING RESULTS FOR A RESOLUTION, ABSTAINED VOTES WILL BE REGARDED AS VOTES WITH VOTING RIGHTS.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form of proxy must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarized.
7. To be valid, this form of proxy together with any power of attorney or other authorisation document (if any) under which it is signed or a notarized copy of that power of attorney or authorisation document must be lodged with the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares), no later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. In such event, your form of proxy will be deemed to have been revoked.
8. Shareholders or their proxies attending the Meeting shall present their identity documents.
9. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent the shareholder.
10. In the case of joint registered holders of any shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

* For identification purposes only