THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of Tian Cheng Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE; RE-ELECTION OF DIRECTORS; RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the "**AGM**") of the Company to be held at Rooms 506–507A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 November 2025 at 11:00 a.m. or any adjournment or postpone thereof is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM, i.e. no later than 11:00 a.m. on Tuesday, 25 November 2025, or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment or postponement thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

23 September 2025

CONTENTS

Page

Definitions 1

Letter from the Board 4

Appendix I — Explanatory Statement 10

Appendix II — Details of Directors Proposed to be Re-elected at the AGM 14

Notice of AGM AGM-1

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be convened and held at Rooms 506–507A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 November 2025 at 11:00 a.m., the Notice of AGM is set out on pages AGM-1 to AGM-5 of this circular
"Articles"	the current articles of association of the Company, and "Article" shall mean an article of the Articles
"Board"	the board of Directors
"Business Day"	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a "black" rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	Tian Cheng Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"core connected person"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares, if permitted under the Listing Rules) of up to 20% of the issued share capital (excluding treasury Shares, if any) of the Company in issue on the date of the AGM as set out in resolution no.4 of the Notice of AGM
"Latest Practicable Date"	19 September 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Notice of AGM"	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the issued share capital (excluding treasury shares, if any) of the Company on the date of AGM, as set out in resolution no. 5 in the Notice of AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

"treasury Shares"	has the meaning ascribed to it under the Listing Rules which has come into effect on 11 June 2024 and as amended from time to time
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"%"	per cent.

TIAN CHENG HOLDINGS LIMITED
天成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2110)

Executive Directors:
Ms. Zheng Yanling
Mr. Ouyang Jianwen
Mr. Luo Hao

Independent non-executive Directors:
Mr. Wan San Fai Vincent
Mr. Wen Xiaoxiao
Mr. Yin Jun

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

23 September 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE; RE-ELECTION OF DIRECTORS; RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out the explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) furnish you with details of re-appointment of auditor; and (v) provide you the Notice of AGM to enable you to make an informed decision on whether to vote for or against each of those resolutions.

GENERAL MANDATE TO ISSUE SHARES

On 22 November 2024, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to issue and repurchase Shares. Such mandates will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional Issue Mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 300,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 60,000,000 new Shares (including any sale or transfer of treasury Shares) under the Issue Mandate, representing 20% of the total number of the issued Shares (excluding any treasury Shares) as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

On 22 November 2024, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional Repurchase Mandate to repurchase Shares of up to 10% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 300,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase

Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 30,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares (excluding any treasury Shares) as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of six Directors, namely:

Executive Directors

Ms. Zheng Yanling
Mr. Ouyang Jianwen
Mr. Luo Hao

Independent non-executive Directors

Mr. Wan San Fai Vincent
Mr. Wen Xiaoxiao
Mr. Yin Jun

Under Article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Further, according to Article 111 and Article 112 of the Articles, any Director appointed by ordinary resolution in general meeting or by the Board, respectively, either to fill a causal vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company. Such Director to retire at an annual general meeting of the Company shall not be taken into account in determining who are to retire by rotation at such annual general meeting.

At the AGM, Mr. Luo Hao ("**Mr. Luo**") and Mr. Wan San Fai, Vincent ("**Mr. Wan**") will retire as Directors pursuant to Article 108 of the Articles. Each of Mr. Luo and Mr. Wan, being eligible, will offer himself for re-election at the AGM as an executive Director and an independent non-executive Director, respectively, for a term of three years.

Reference is made to the announcement dated 16 May 2025 in relation to the appointment of Mr. Yin Jun ("**Mr. Yin**") as independent non-executive Director. Mr. Yin will retire from office and, being eligible, offer himself for re-election at the AGM pursuant to Article 112 of the Articles.

The Company has in place a nomination policy (the "**Nomination Policy")** which sets out, *inter alia,* the selection criteria (the "**Criteria")** and the evaluation procedures in nomination candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. Luo, Mr. Wan and Mr. Yin was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meeting, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria. The Board considers that Mr. Luo, Mr. Wan and Mr. Yin are able to continue to fulfil their duties as required and each of Mr. Wan and Mr. Yin meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular. In consideration of the background, specific knowledge and experience of Mr. Luo, Mr. Wan and Mr. Yin, the Board believes that they could bring an invaluable insight, valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

RE-APPOINTMENT OF AUDITOR

Prism Hong Kong Limited will retire as the independent auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. Upon the recommendation of the audit committee of the Company, the Board proposed to re-appoint Prism Hong Kong Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM is scheduled to be held on Thursday, 27 November 2025. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 November 2025 to Thursday, 27 November 2025, both days inclusive, during such period, no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 November 2025 in order

for the transferee to be entitled to attend and vote at the AGM (or any adjournment thereof). The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the AGM is therefore Thursday, 27 November 2025.

AGM

A notice convening the AGM to be held on Thursday, 27 November 2025 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM, i.e. no later than 11:00 a.m. on Tuesday, 25 November 2025, or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the re-appointment of auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the Notice of AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive,

and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this Circular.

Yours faithfully
For and on behalf of
the board of Directors of
Tian Cheng Holdings Limited
Zheng Yanling
Chairman and Executive Director

This Appendix serves as an explanatory statement as required by the Listing Rules, to provide requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rule 10.06 of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 300,000,000 fully paid Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 30,000,000 Shares during the Relevant Period.

The Company may cancel such repurchased Shares or hold them as treasury Shares for subsequent sale or transfer subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

Should the Company decide to hold repurchased Shares as treasury Shares, the Company will, upon completion of the Share repurchase, withdraw the repurchased Shares from CCASS and register the treasury Shares in the Company's name. The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell these treasury Shares on the Stock Exchange and will complete such resale as soon as possible.

To the extent that any treasury Shares are deposited with the CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

2. REASONS FOR THE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

3. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutional documents of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2024		
September	0.127	0.101
October	0.180	0.100
November	0.149	0.116
December	0.128	0.111
2025		
January	0.115	0.109
February	0.149	0.105
March	0.192	0.102
April	0.115	0.106
May	0.120	0.095
June	0.105	0.091
July	0.150	0.092
August	0.142	0.120
September (up to the Latest Practicable Date)	0.121	0.110

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the entire issued share capital of the Company:

Name	Capacity/Nature of Interest	Number of Shares held *(Note 1)*	Approximate percentage of the total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Ouyang Chengguo *(Note 2)*	Beneficial owner	31,554,000	10.52%	11.69%

Notes:

1. All interests stated are long positions.

2. Mr. Ouyang Chengguo is the father of Mr. Ouyang Jianwen, an executive Director.

On the basis of 300,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to the including the date of AGM, if the Repurchase Mandate is exercised in full, the total number of Shares which will be repurchased pursuant to the Repurchase Mandate shall be 30,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) and the interests in the shareholding in the Company held by Mr. Ouyang Chengguo would be increased from approximately 10.52% to approximately 11.69% of the entire issued share capital of the Company.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS AND MINIMUM PUBLIC FLOAT

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the Listing Rules), have any present intention, if the Repurchase Mandate is

approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares; and (ii) has undertaken to the Company that he/she/it will not sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

The Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 May 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARES REPURCHASES MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

10. NO UNUSUAL FEATURE

The Directors confirm neither this Appendix nor the Repurchase Mandate has any unusual features.

The following are particulars of the Directors proposed to be re-elected at the AGM:

PROPOSED RE-ELECTION OF DIRECTORS

Executive Director

Mr. Luo Hao (羅浩) ("Mr. Luo")

Mr. Luo, aged 41, was appointed as an executive Director with effect from 20 July 2022 and is responsible for assisting in the development of e-commerce sector.

Mr. Luo obtained a master's degree in Electronic and Communication Engineering from Harbin University of Science and Technology in March 2014. Mr. Luo has accumulated extensive experience in internet software development. From October 2013 to January 2014, he worked as an intern trainee for Hithink Flush Information Network Co., Ltd.* (浙江核新同花順網絡信息股份有限公司). He then worked for Weimeng Chuangke Network Technology (China) Co., Ltd.* (微夢創科網絡科技(中國)有限公司) from January 2014 to August 2015 as an android software engineer. Later on, he worked for Beijing Mexue Technology Company Limited* (北京米學科技有限公司) from December 2015 to December 2017, as an android manager. Subsequently, he worked for Beijing Black Bear Network Technology Co., Ltd.* (北京黑熊網絡技術有限公司) from January 2018 to July 2018 as a technical director. Mr. Luo then worked at Beijing Miaoyijia Information Technology Co., Ltd.* (北京妙醫佳信息技術有限公司) from August 2018 to August 2019 with his last position as technical director. In September 2019, he joined Beijing Digital Weilai Technology Company Limited* (北京數字蔚來科技有限公司) as chief technology officer and held this position until April 2022.

Mr. Luo has entered into a director's service agreement with the Company for a term of three years commencing on 20 July 2022, which is terminable by a three months' notice in writing served by either party on the other without payment of compensation. Mr. Luo's appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. He is entitled to receive remuneration and emoluments of HK$600,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme as an executive Director. The director's fee of Mr. Luo will be reviewed annually by the Board and by reference to the prevailing market rate, the Company's remuneration policy and his experience, duties and responsibilities within the Company. For the year ended 31 May 2025, the total remuneration paid to Mr. Luo amounted to HK$450,000.

Save as disclosed above, Mr. Luo does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

* *For identification purpose only*

Save as disclosed above, as at the Latest Practicable Date, Mr. Luo does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Luo as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Independent non-executive Director

Mr. Wan San Fai, Vincent (温新輝) ("Mr. Wan")

Mr. Wan, aged 51, was appointed as the independent non-executive Director with effect from 1 November 2022. He is also chairman of the audit committee of the Company and a member of both the remuneration committee and nomination committee of the Company.

Mr. Wan obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 1996. He was admitted as a member of the Hong Kong Institute of Certified Public Accountants in February 2002. He has been the company secretary of Pan Asia Environmental Protection Group Limited (stock code: 00556.HK) since 2007. Mr. Wan has more than 25 years' experience in auditing, accounting and financial management. He is an independent non-executive director of China Oriented International Holdings Limited (stock code: 01871.HK) since 1 March 2023. Mr. Wan has been an independent non-executive director of Wan Leader International Limited (stock code: 08482.HK) since 9 October 2024.

Mr. Wan has entered into a director's service agreement with the Company for a term of three years commencing on 1 November 2022 which is terminable by a three months' notice in writing served by either party on the other without payment of compensation. Mr. Wan's appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. He is entitled to receive remuneration and emoluments of HK$240,000 per annum as an independent non-executive Director. The director's fee of Mr. Wan will be reviewed annually by the Board and by reference to the prevailing market practice, the Company's remuneration policy and his experience, duties and responsibilities within the Company. For the year ended 31 May 2025, the total remuneration paid to Mr. Wan amounted to HK$220,000.

Save as disclosed above, Mr. Wan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wan does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Wan as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yin Jun (尹君) ("Mr. Yin")

Mr. Yin, aged 49, was appointed as the independent non-executive Director with effect from 16 May 2025. He is also chairman of the remuneration committee of the Company and a member of both the audit committee and nomination committee of the Company.

Mr. Yin graduated with a major in Mechatronics from the Open University of China in January 2022. From May 2020 to July 2023, Mr. Yin served as the legal representative and executive director of Daqing Zhanlan Liquefied Petroleum Gas Sales Co., Ltd. From September 2021 to July 2023, he held the positions of legal representative and executive director at Daqing Datong District An Shun Liquefied Petroleum Gas Limited Liability Company. Since November 2022, Mr. Yin has been serving as the legal representative and executive director of Daqing Winner E-commerce Co., Ltd., which primarily engages in e-commerce and retail business. Since May 2024, he has assumed the role of legal representative and executive director at Heilongjiang Mingchao New Energy Technology Co., Ltd., a company specializing in the promotion and application of new energy technologies. Mr. Yin is the member of the CPPCC Daqing City Committee, member of the Standing Committee of People's Congress of Datong District, Daqing City, Heilongjiang Province, vice president of the 7th Council, Daqing General Chamber of Commerce, and Standing Committee Member of the Jiusan Society Daqing City Entrepreneurs' Association.

Mr. Yin has entered into a director's service agreement with the Company for a term of three years commencing on 16 May 2025 which is terminable by a three months' notice in writing served by either party on the other without payment of compensation. Mr. Yin's appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. He is entitled to receive remuneration and emoluments of HK$120,000 per annum as an independent non-executive Director. The director's fee of Mr. Yin will be reviewed annually by the Board and by reference to the prevailing market practice, the Company's remuneration policy and his experience, duties and responsibilities within the Company. For the year ended 31 May 2025, the total remuneration paid to Mr. Yin amounted to HK$nil.

Save as disclosed above, Mr. Yin does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yin does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Yin as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

TIAN CHENG HOLDINGS LIMITED
天成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2110)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of shareholders 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 Thursday, 27 November 2025 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and reports of the directors of the Company (the "**Directors**") and auditor of the Company for the year ended 31 May 2025;

2. To re-appoint Prism Hong Kong Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration;

3. (a) To re-elect Mr. Luo Hao as executive Director;

   (b) To re-elect Mr. Wan San Fai, Vincent as independent non-executive Director;

   (c) To re-elect Mr. Yin Jun as independent non-executive Director; and

   (d) To authorise the board of Directors to fix the remuneration of the Directors.

4. "**THAT**:

   (a) Subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the "**Shares**") of HK$0.1 each in the share capital of the Company (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules)) or securities convertible into such Shares or options, warrants or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares), which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;

(c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the "**Articles**") from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued Shares (excluding treasury Shares) as at the time of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution: "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under

the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares (excluding treasury Shares) as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution, "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Article or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon the passing of resolutions no. 4 and no. 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution no. 5 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution no.6 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the issued Shares (excluding treasury Shares) as at the date of passing this resolution."

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

Hong Kong, 23 September 2025

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 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, i.e. no later than 11:00 a.m. on Tuesday, 25 November 2025, 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. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the circular of the Company for the Meeting dated 23 September 2025.

7. The transfer books and Register of Members of the Company will be closed from Monday, 24 November 2025 to Thursday, 27 November 2025, 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 Friday, 21 November 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the AGM is therefore Thursday, 27 November 2025.

8. A form of proxy for use by shareholders at the Meeting is enclosed.

9. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 9:00 a.m. on Thursday, 27 November 2025, the AGM will not be held on Thursday, 27 November 2025. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.tianchengholdings.com.cn) to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises six Directors, namely Ms. Zheng Yanling, Mr. Luo Hao and Mr. Ouyang Jianwen as executive Directors; and Mr. Wan San Fai Vincent, Mr. Wen Xiaoxiao and Mr. Yin Jun as independent non-executive Directors.