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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

PineStone 鼎石

References are made to (i) the announcement of Tian Cheng Holdings Limited (the "**Company**") dated 10 October 2025 and (ii) the supplemental announcements of the Company dated 31 October 2025 and 3 November 2025 in relation to the Placing (collectively, the "**Announcements**"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement (as supplemented by the Supplemental Placing Agreement and the Second Supplemental Placing Agreement) have been fulfilled and completion of the Placing ("**Completion**") took place on 21 November 2025 in accordance with the terms and conditions of the Placing Agreement (as supplemented by the Supplemental Placing Agreement and the Second Supplemental Placing Agreement), pursuant to which the Placing Agent has successfully placed 60,000,000 Placing Shares, representing approximately 16.67% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon Completion. The 60,000,000 Placing Shares have been allotted and issued to not less than six independent Placees at the Revised Placing Price of HK$0.121 pursuant to the terms and conditions of the Placing Agreement (as supplemented by the Supplemental Placing Agreement and the Second Supplemental Placing Agreement).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placees and where appropriate, their ultimate beneficial owner(s) is an Independent Third Parties and is not connected with, or is not acting in concert with the Company and its connected persons. None of the Placees has or will become a substantial Shareholder (as defined under the Listing Rules) immediately upon Completion.

The gross proceeds and net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing amounted to approximately HK$7.26 million and approximately HK$6.93 million, respectively. All the net proceeds from the Placing will be applied for the general working capital of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and upon Completion is set out below:

	Immediately before Completion		**Immediately upon Completion**	
	Number of Shares	*Approx.%*	*Number of Shares*	*Approx.%*
Mr. Ouyang Chengguo *(Note)*	31,554,000	10.52	31,554,000	8.76
The Placees	–	–	60,000,000	16.67
Other public Shareholders	268,466,000	89.48	268,446,000	74.57
Total	300,000,000	100.00	360,000,000	100.00

Note:

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

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

Hong Kong, 21 November 2025

As at the date of this announcement, 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.