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CHINA TIANRUI AUTOMOTIVE INTERIORS CO., LIMITED
中國天瑞汽車內飾件有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6162)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 17 April 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 400,000,000 Placing Shares at the Placing Price of HK$0.138 per Placing Share. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 25 June 2025.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares under the Placing represent (i) approximately 20% of the existing issued share capital of the Company of 2,000,000,000 Shares as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK$4,000,000.

The Placing Price of HK$0.138 per Placing Share represents (i) a discount of approximately 17.4% to the closing price of HK$0.167 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 19.1% to the average closing price of HK$0.1706 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 17 April 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 400,000,000 Placing Shares at the Placing Price of HK$0.138 per Placing Share.

The principal terms of the Placing Agreement are set out below.

The Placing Agreement

Date: 17 April 2026 (after trading hours of the Stock Exchange)

Parties: the Company; and
the Placing Agent, an Independent Third Party

Pursuant to the terms of the Placing Agreement, the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 400,000,000 Placing Shares at the Placing Price of HK$0.138 per Placing Share. The terms of the Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions. The Directors are of the view that the terms of the Placing Agreement are fair and reasonable based on current market conditions.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placing Commission

The Placing Agent will charge the Company a placing commission equivalent to 0.5% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent plus any other out-of-pocket expenses by the Placing Agent in relation to the Placing. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent and with reference to, amongst other things, the prevailing commission rate charged by other placing agents and the size of the Placing. The Directors consider that the placing commission in respect of the Placing is fair and reasonable based on the current market condition and is in the interests of the Company and the Shareholders as a whole.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares to not less than six Placees, who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties during the Placing Period.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, it is expected that none of the Placees nor their associates will become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares under the Placing represent (i) approximately 20% of the existing issued share capital of the Company of 2,000,000,000 Shares as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK$4,000,000.

Ranking of Placing Shares

The Placing Shares under the Placing will rank, upon allotment and issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK$0.138 per Placing Share represents (i) a discount of approximately 17.4% to the closing price of HK$0.167 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 19.1% to the average closing price of HK$0.1706 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement.

The Placing Price of the Placing was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Placing is in the interests of the Company and the Shareholders as a whole.

Subject to completion of the Placing, it is expected that the maximum gross proceeds and net proceeds (after deducting the placing commission, professional fees and all related expenses which were borne by the Company) from the Placing will be approximately HK$55.2 million and HK$54.9 million respectively. On such basis, the net issue price will be approximately HK$0.137 per Placing Share.

General Mandate to Allot and Issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 400,000,000 Shares, being 20% of the number of issued Shares as at the date of the AGM.

As at the date of this announcement, no Share has been allotted and issued under the General Mandate. A maximum of 400,000,000 Placing Shares under the Placing representing 100% of the total number of 400,000,000 Shares may be allotted and issued under the General Mandate. Therefore, the issue of the Placing Shares is not subject to further Shareholders' approval.

Application for Listing of Placing Shares

An application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

Conditions of the Placement Agreement

Completion of the Placing is conditional upon fulfilment of the following conditions on or before the Completion Date:

(a) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Placing Shares and such listing and permission not subsequently being revoked;

(b) all necessary consents and approvals to be obtained on the part of the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained;

(c) there shall not have occurred any material breach or any material event which renders any of the representations, warranties or undertakings by the Company under the Placing Agreement untrue, inaccurate or misleading; and

(d) the Placing Agreement not being terminated by the Placing Agent.

The Company shall use its best endeavours to procure the satisfaction of the above conditions on or before the Long Stop Date. If any of the above conditions is not satisfied on or before the Long Stop Date, all rights, obligations and liabilities of the Placing Agent and of the Company under the Placing Agreement shall cease and determine and neither the Placing Agent nor the Company shall have any claim against the other in relation to the Placing Agreement (save in respect of (i) any antecedent breaches of any obligation thereunder; and (ii) any liabilities in respect of the representations and warranties made by the Company, undertakings by the Placing Agent, indemnity and reimbursements under the Placing Agreement).

Completion of the Placing

Completion of the Placing shall take place on the date falling on the third Business Day following fulfilment of all conditions as set out in the Placing Agreement (or such other date as may be agreed in writing between the Company and the Placing Agent).

Termination

The Placing Agent reserves its right to terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

(a) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing;

(b) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing;

(c) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed;

(d) any statement contained in this announcement and the previously published announcements by the Company has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the Placing;

(e) there is any suspension of dealings in the Shares on the Stock Exchange for more than five consecutive Business Days (other than as a result of or in connection with the Placing);

(f) any event of force majeure (being an event beyond the control of the parties and which is unforeseeable or unavoidable), including but without limiting the generality hereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out, occurs which prevents the performance of the contractual obligations of the parties under the Placing Agreement;

(g) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in the Cayman Islands or Hong Kong and if in the reasonable opinion of the Placing Agent any such new law or change would materially and adversely affect the business or financial prospects of the Group taken as a whole and/or have an adverse impact on the success of the Placing; or

(h) any litigation or claim of material importance of any third party being instigated against any member of the Group, which has or may have a material adverse effect on the business or financial prospects of the Group taken as a whole and which in the reasonable opinion of the Placing Agent would materially prejudice the success of the Placing.

Upon termination of the Placing Agreement as described above, all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of (i) any antecedent breach of any obligation under the Placing Agreement; and (ii) any liabilities in respect of the representations and warranties made by the Company, undertakings by the Placing Agent, indemnity and reimbursements.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the manufacture and sale of automotive interior and exterior decorative components and parts.

It is expected that the maximum gross proceeds and net proceeds (after deducting the placing commission, professional fees and all related expenses payable by the Company) from the Placing will be approximately HK$55.2 million and HK$54.9 million, respectively.

As disclosed in the Company's annual result announcement published on 30 March 2026 (the "**2025 Annual Results Announcement**"), as at 31 December 2025, the Company has cash balance of approximately RMB63.4 million. With total borrowing of approximately RMB195.2 million and of which approximately RMB179.3 million are due within one year, the Company may require additional cash to meet its upcoming loan repayment obligations.

The Company considers it essential to maintain sufficient financial resources for its development. The Directors are of the view that the Placing will strengthen the Group's financial position and liquidity, broaden its capital base and provide the Group with additional financial resources, which may help the Group optimise its funding structure and better manage its financing costs, including interest expenses.

In view of the above, the Company intends to apply the net proceeds from the Placing as follows:

(i) approximately HK$39.5 million (representing approximately 72.0% of the net proceeds) for meeting with its upcoming loan repayment obligations;

(ii) approximately HK$15.4 million (representing approximately 28.0% of the net proceeds) for replenishing the general working capital of the Group, including procurement of raw materials and supporting the Group's daily operations.

The Directors consider that the Placing represents a good opportunity to raise additional funds through the equity market and will strengthen the Group's financial position, enhance the liquidity of the Group and fulfil the aforementioned purposes.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EQUITY FUND-RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any equity fund-raising activities during the 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (subject to completion of the Placing and assuming all the Placing Shares are fully placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out below:

Shareholder	**As at the date of this announcement**		**Immediately upon completion of the Placing**	
	Number of issued Shares	*Approximate %*[2]	*Number of issued Shares*	*Approximate %*[2]
H&C Group Holding Limited[1]	560,000,000	28.00	560,000,000	23.33
The Placees	–	–	400,000,000	16.67
Other public Shareholders	1,440,000,000	72.00	1,440,000,000	60.00
Total	2,000,000,000	100.00	2,400,000,000	100.00

Notes:

1. The entire issued capital of H&C Group Holding Limited is beneficially and legally owned as to 60% and 40% by Mr Hou Jianli and Ms Chen Bierui respectively. By virtue of the Securities and Futures Ordinance, each of Mr Hou Jianli and Ms Chen Bierui is deemed to be interested in the same number of shares held by H&C Group Holding Limited.

2. Certain percentages figures included in the table above have been subject to rounding adjustments.

GENERAL

SINCE COMPLETION OF THE PLACING IS SUBJECT TO THE FULFILMENT OF THE CONDITIONS AS SET OUT IN THE PLACING AGREEMENT, THE PLACING MAY OR MAY NOT PROCEED. SHAREHOLDERS AND POTENTIAL INVESTORS ARE REMINDED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES.

DEFINITIONS

In this announcement, unless the context otherwise required, the following terms have the following meanings:

"AGM"	the annual general meeting of the Company held on 25 June 2025
"associates"	has the meaning ascribed to this term under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	any day (not being a Saturday, Sunday or public holiday in Hong Kong or any day on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours and the Stock Exchange is open for business of dealing in securities throughout its normal trading hours
"Completion Date"	a date falling on the third Business Day following the conditions set out in the Placing Agreement being fulfilled or such later date as may be agreed between the Company and the Placing Agent in writing
"Company"	China Tianrui Automotive Interiors Co., LTD, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6162)

"Connected Person(s)"	has the meaning ascribed to this term under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted by the Shareholders to the Directors at the AGM to allot, issue or deal with a maximum of 400,000,000 Shares, being 20% of the number of issued Shares as at the date of the AGM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company and its Connected Persons
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	15 May 2026 or such later date as agreed between the Company and the Placing Agent in writing
"Placee(s)"	any individuals, corporates, institutional investors or other investors to be procured and selected by the Placing Agent in its sole discretion to subscribe for any of the Placing Shares
"Placing"	the offer by way of private placing of the Placing Shares by or on behalf of the Placing Agent to the Placee(s) on the terms and subject to the conditions set out in the Placing Agreement
"Placing Agent"	Winbull Securities International (Hong Kong) Limited, a corporation licensed by the Securities and Futures Commission to carry out and conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under and pursuant to the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), the exclusive agent of the Company to the Placing
"Placing Agreement"	the conditional placing agreement entered into between the Company and the Placing Agent dated 17 April 2026 in relation to the Placing

"Placing Price"	HK$0.138 per Placing Share
"Placing Shares"	an aggregate of up to 400,000,000 new Shares to be placed pursuant to the Placing Agreement, and each a "Placing Share"
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) of par value HK$0.01 each in the share capital of the Company, and each a "Share"
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent

By Order of the Board
China Tianrui Automotive Interiors Co., LTD
Zou Weidong
Executive Director

Xi'an, the PRC, 17 April 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Zhang Jingrong and Mr. Zou Weidong, and three independent non-executive Directors, namely Mr. Zhu Hongqiang, Mr. Zhou Genshu and Mr. Chen Geng.