THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 in **China Tianrui Automotive Interiors Co., LTD** (the "**Company**"), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6162)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING

This circular together with a form of proxy will remain on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.trqcns.com.

A notice convening the AGM to be held at meeting room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi'an Economic & Technological Development Zone, Xi'an City, Shaanxi Province, China on Thursday, 25 June 2026, at 3:00 p.m. is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the AGM or any adjournment thereof, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

21 May 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

Introduction 4

Issue Mandate, Repurchase Mandate and Extension Mandate 5

Re-election of Directors 6

Re-appointment of the Auditor 6

Annual General Meeting 7

Recommendation 7

Closure of Register of Members 7

Responsibility Statement 8

General Information 8

Miscellaneous 8

APPENDIX I – EXPLANATORY STATEMENT 9

APPENDIX II – BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM 13

NOTICE OF AGM 16

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

"AGM"	the annual general meeting of the Company to be held at meeting room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi'an Economic & Technological Development Zone, Xi'an City, Shaanxi Province, China on Thursday, 25 June 2026 at 3:00 p.m.
"Articles"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Associate(s)"	has the same meaning as defined in the Listing Rules
"Board"	the board of Directors
"BVI"	the British Virgin Islands
"CCASS"	has the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"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
"Controlling Shareholder(s)"	has the meaning as defined in the Listing Rules
"core connected person(s)"	has the same meaning as defined in the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	subject to the passing of the ordinary resolutions to grant each of 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
"Group"	the Company and its subsidiaries

"H&C Group"	H&C Group Holding Limited, a company incorporated under the laws of the BVI with liability limited by shares, which is owned as to 60% by Mr. Hou Jianli and 40% by Ms. Chen Bierui
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares) up to a maximum of 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution at the AGM
"Latest Practicable Date"	14 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
"PRC"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, Macau and Taiwan)
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares on the Stock Exchange which shall not exceed 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution at the AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of par value HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Substantial Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules and for the purpose of this circular, refers to Mr. Hou Jianli, Ms. Chen Bierui and H&C Group individually and as a group where the context requires
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, modified and supplemented from time to time
"Xi'an Tianrui"	西安天瑞汽車內飾件有限公司 (Xi'an Tianrui Automotive Interiors Co., Ltd.*), a company established under the laws of the PRC with limited liability on 22 May 2009, which is an indirect wholly-owned subsidiary of our Company
"%"	per cent
"*"	for identification purpose only

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6162)

Executive Directors:
Mr. Zou Weidong
Ms. Zhang Jingrong

Independent Non-executive Directors:
Mr. Zhu Hongqiang
Mr. Zhou Genshu
Mr. Chen Geng

Registered office:
3-212 Governors Square
23 Lime Tree Bay Avenue
P.O. Box 30746
Seven Mile Beach
Grand Cayman KY1-1203
Cayman Islands

Principal place of business in Hong Kong:
Room 602, 6/F,
Kai Yue Commercial Building,
No. 2C, Argyle Street,
Kowloon, Hong Kong

To the Shareholders,

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and provide you with information regarding (i) the ordinary resolutions on the proposed grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) ordinary resolutions on the proposed re-election of Directors; and (iii) the proposed re-appointment of auditor of the Company, and to seek your approval of the resolutions relating to these matters at the AGM.

2. ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares) up to 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,400,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 480,000,000 Shares.

At the AGM, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,400,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 240,000,000 Shares. In addition, subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in the Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of two executive Directors, namely, Mr. Zou Weidong and Ms. Zhang Jingrong, and three independent non-executive Directors, namely Mr. Zhu Hongqiang, Mr. Zhou Genshu and Mr. Chen Geng.

In accordance with 108(a) 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. A retiring Director shall be eligible for re-election. In addition, in accordance with 108(b) of the Articles, any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. In accordance with Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy on or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. As such, the resolution in relation to the re-election of Mr. Zou Weidong, Ms. Zhang Jingrong and Mr. Chen Geng will be proposed at the AGM.

Mr. Chen Geng has given a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company (the "**Nomination Committee**") assessed and reviewed the independence of Mr. Chen Geng. The Nomination Committee and the Board are of the view that he has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules and he will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

To enable the Shareholders to make an informed decision on the re-election of these Directors, the biographical details of the Directors, as required under Chapter 13 of the Listing Rules, are set out in the Appendix II to this circular.

4. RE-APPOINTMENT OF THE AUDITOR

Ascenda Cachet CPA Limited ("**Ascenda Cachet**") will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Ascenda Cachet as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

The estimated audit fee payable to Ascenda Cachet for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately HK$1,150,000 to HK$1,300,000 (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Ascenda Cachet, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

5. ANNUAL GENERAL MEETING

The notice convening the AGM at which resolutions will be proposed to approve the Issue Mandate, Repurchase Mandate and the Extension Mandate, to re-elect Directors and to re-appoint auditor of the Company are set out on pages 16 to 20 of this circular. According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

A form of proxy for the AGM is enclosed with this circular and can also be downloaded from the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.trqcns.com. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

6. RECOMMENDATION

The Board considers that the resolutions as set out in the AGM notice are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the resolutions as set out in the AGM notice to be proposed at the AGM.

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 22 June 2026 to 25 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is Thursday, 25 June 2026. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, 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 18 June 2026, being the business day before the first day of closure of the register of members.

8. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. GENERAL INFORMATION

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

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By Order of the Board
China Tianrui Automotive Interiors Co., LTD
Zhang Jingrong
Executive Director

Xi'an, the PRC, 21 May 2026

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Main Board of Stock Exchange to repurchase their shares on the Main Board of Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 2,400,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 240,000,000 Shares which represents 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing such resolution.

If the Company repurchase any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased, and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury Shares are deposited with 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 would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions (if any and where applicable), withdrawing 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 relevant record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

4. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Act and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2025, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. CONFIRMATION OF THE DIRECTORS

The Board confirm that: (i) they will exercise the power of the Company to make purchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles; (ii) neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features; and (iii) the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold them as treasury Share, subject to market conditions and the capital management need of the Company at the relevant time such repurchase of Share are made.

6. INTENTION TO SELL SHARES

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), has any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company is increased as a result of a repurchase of Shares by the Company, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, H&C Group was interested in 23.33% of the total number of issued Shares of the Company. H&C Group is owned as to 60% and 40% by Mr. Hou Jianli and Ms. Chen Bierui, respectively.

Assuming H&C Group will not dispose of its interests in the Shares nor will it acquire additional Shares, if the Repurchase Mandate was exercised in full, the percentage shareholding of H&C Group would be increased to approximately 25.93% of the issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases being made under the Repurchase Mandate. Having said that, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. CONNECTED PERSON

No core connected person has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

10. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest *HK$*	**Lowest** *HK$*
2025		
April	0.129	0.060
May	0.158	0.115
June	0.155	0.090
July	0.132	0.106
August	0.119	0.110
September	0.285	0.105
October	0.520	0.255
November	0.660	0.470
December	0.600	0.180
2026		
January	0.385	0.204
February	0.260	0.181
March	0.229	0.170
April	0.440	0.157
May (up to and including the Latest Practicable Date)	0.435	0.255

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

Mr. Zou Weidong (鄒衛東), aged 44, has been the executive Director of the Company since 24 October 2025. Mr. Zou has ample experience in enterprise operation management and capital operation. Mr. Zou served as a director of Zhongshan Dongfeng Pearl River Rural Bank Co., Ltd.* (中山東鳳珠江村鎮銀行股份有限公司) from June 2020 to September 2025, the vice president and board secretary of Shanghai Guijiu Co., Ltd.* (上海貴酒股份有限公司) from November 2023 to March 2024, the deputy general manager and board secretary of Zhongju High-Tech Industrial (Group) Co., Ltd.* (中炬高新技術實業(集團)股份有限公司) from December 2018 to August 2023, the vice general manager of the investment and mergers and acquisitions department at Shenzhen Jushenghua Co., Ltd.* (深圳市鉅盛華股份有限公司) from December 2017 to November 2018, the deputy director of the market promotion department of the Shenzhen Stock Exchange Information Co., Ltd.* (深圳證券交易所信息有限公司) from September 2009 to December 2017, and senior researcher at Shenzhen Tianrong Investment Co., Ltd.* (深圳天榮投資有限公司) from September 2004 to September 2009. Mr. Zou obtained a master degree in business administration from Peking University in 2019, and a bachelor degree in economics from Zhengzhou University in 2004.

Mr. Zou has entered into an appointment letter with our Company for a term of two years unless terminated by either party giving not less than one month's written notice to the other party. Mr. Zou is entitled to a remuneration fee of HK$70,000 per month. The remuneration is determined based on Mr. Zou's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Mr. Zou did not have any interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, Mr. Zou did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years. Mr. Zou did not have any relationship with any other Directors, members of our senior management, Substantial Shareholders or Controlling Shareholders of our Company.

Mr. Zou has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

Ms. Zhang Jingrong (張靜蓉), aged 51, has been the executive Director of the Company since 19 April 2024 and also a member of each of the remuneration committee since 19 April 2024 and nomination committee of the Company since 31 August 2025. Ms. Zhang is the general manager of a subsidiary of Xi'an Tianrui, a subsidiary of the Group, since December 2023. She is mainly responsible for the comprehensive management of this subsidiary company. She joined the Group in August 2007, and has successively served as the finance minister, finance director and purchasing director of Xi'an Tianrui until December 2023. Ms. Zhang was appointed as the interim chief executive officer and an authorized representative of the Company under the Listing Rules on 31 August 2025. Ms. Zhang was appointed as director and officer of the Company's subsidiaries following the resignation of the former executive Director, Mr. Hou Jianli.

Ms. Zhang has over 28 years of financial management experience. From July 1995 to July 2007, she successively worked as an auditor in the Audit Office of Shaanxi Coking Plant, as a cashier and general ledger accountant in Baoji Radio No. 3 Plant, and as an accountant and financial director in Baoji Teaching Center of Network Education College of Southwest Jiaotong University.

Ms. Zhang graduated from Xi'an University of Architecture and Technology in July 1996 with a Junior College Degree in Industrial Accounting, and obtained an Intermediate Accountant Certificate in 2004, and in January 2009 with a bachelor degree in Computer Science and Technology from Xi'an University of Electronic Science and Technology.

Ms. Zhang has entered into an appointment letter with our Company for a term of three years unless terminated by either party giving not less than one month's written notice to the other party. Ms. Zhang is entitled to a remuneration fee of RMB180,000 per annum. The remuneration is determined based on Ms. Zhang's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Ms. Zhang did not have any interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, Ms. Zhang did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years. Ms. Zhang did not have any relationship with any other Directors, members of our senior management, Substantial Shareholders or Controlling Shareholders of our Company.

Ms. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

Mr. Chen Geng (陳耿), aged 52, was appointed as our independent non-executive Director on 15 September 2020 and is also a member of each of the audit committee and nomination committee of the Company. Mr. Chen has over 17 years of experience in the education industry. He has been working in the School of Economics and Business Administration of Chongqing University (重慶大學經濟與工商管理學院) successively as associate professor, professor and master tutor since July 2004 and is mainly responsible for lecturing and financial, accounting and financial market research. During such period, he has hosted several scientific research projects and published academic papers on reputable journals.

Mr. Chen is currently an independent director of Chongqing Lummy Pharmaceutical Co., Ltd (stock code: 300006.SZ), a company being listed on the Shenzhen Stock Exchange, an independent director of Landai Technology Group Corp., Ltd. (stock code: 002765.SZ), a company being listed on the Shenzhen Stock Exchange, an independent director of Fuan Pharmaceutical (Group) Co., Ltd. (stock code: 300194.SZ), a company being listed on the Shenzhen Stock Exchange, and an independent director of Jiutai Mutual Fund Co., Ltd.

Mr. Chen obtained a bachelor 's degree in economics from Renmin University of China (中國人民大學) and a master's degree in economics from Southwestern University of Finance and Economics (西南財經大學) in July 1996 and June 2001 respectively. He obtained a doctor's degree in economics from Southwestern University of Finance and Economics (西南財經大學) in June 2004 and obtained a post-doctoral certificate in business administration from National Post-Doctoral Regulatory Committee (全國博士後管理委員會) in March 2009. Mr. Chen obtained the qualification as Certified Public Valuer and Certified Public Accountant both granted by the Chinese Institute of Certified Public Accountants in September 2001 and July 2004 respectively.

Mr. Chen has entered into an appointment letter with our Company for a term of three years unless terminated by either party giving not less than one month's written notice to the other party. Mr. Chen is entitled to a remuneration fee of RMB80,000 per annum. The remuneration is determined based on Mr. Chen's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Mr. Chen did not have any interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, Mr. Chen did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years. Mr. Chen did not have any relationship with any other Directors, members of our senior management, Substantial Shareholders or Controlling Shareholders of our Company.

Mr. Chen has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6162)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Tianrui Automotive Interiors Co., LTD (the "**Company**") will be held at Meeting Room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi'an Economic & Technological Development Zone, Xi'an City, Shaanxi Province, China on Thursday, 25 June 2026, at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditor of the Company for the year ended 31 December 2025;

2. To re-elect, each as a separate resolution, the following person as a director of the Company:

   (a) Mr. Chen Geng;

   (b) Ms. Zhang Jingrong;

   (c) Mr. Zou Weidong; and

3. To authorise the board of Directors of the Company to fix the Directors' remuneration;

4. To re-appoint Ascenda Cachet CPA Limited as the auditor of the Company and to authorise the board of Directors of the Company to fix the auditor's remuneration;

5. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the "**Listing Rules**"), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares (the "**Share**") of HK$0.01 each in the share capital of the Company (including any sale or transfer of treasury Shares) and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company 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 the aggregate of:

(aa) 20 per cent. of the total number of issued Shares (excluding treasury Shares) on the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of issued Shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares (excluding treasury Shares) of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

"**Right Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holder of Shares on the Company's register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

6. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares (the "**Shares**") of HK$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act (as amended) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares (excluding treasury Shares) of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "Relevant Period" shall have the same meaning as the resolution numbered 5(d) above."

7. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution:

"**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the unconditional general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the total number of Shares of HK$0.01 each in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of Shares purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above."

By Order of the Board
China Tianrui Automotive Interiors Co., LTD
Zhang Jingrong
Executive Director

Xi'an, the PRC, 21 May 2026

Notes:

(1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.

(2) Where there are joint 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 were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

(3) A form of proxy for use at the meeting is enclosed.

(4) 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 certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.

(5) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 22 June 2026 to 25 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is Thursday, 25 June 2026. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 18 June 2026, being the business day before the first day of closure of the register of members.

(6) According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

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