TONGSHIFU

HANGZHOU TONGSHIFU CULTURAL AND CREATIVE (GROUP) CO., LTD.
杭州銅師傅文創(集團)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0664)

AMENDMENTS TO THE TERMS OF REFERENCE OF THE BOARD COMMITTEES AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AMENDMENTS TO THE TERMS OF REFERENCE OF THE NOMINATION COMMITTEE AND THE AUDIT COMMITTEE

To fully implement the latest regulatory requirements as set forth in the Corporate Governance Code revised by The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), and to optimize the operational efficiency of corporate governance and enhance the decision-making effectiveness of the Audit Committee in light of the Company's actual business circumstances, the board (the "**Board**") of directors (the "**Directors**") of Hangzhou Tongshifu Cultural and Creative (Group) Co., Ltd. (the "**Company**") has resolved to make amendments to the terms of reference of the Nomination Committee and Audit Committee of the Board of the Company. The amendments to the terms of reference of the Nomination Committee aim to refine its responsibilities for assisting the Board in maintaining a board skills matrix and supporting the Company's regular evaluation of the Board's performance; and the amendments to the terms of reference of the Audit Committee mainly involve adjusting the minimum frequency of regular annual meetings from at least four times to twice per year.

Both of the aforementioned amendments shall take effect on 1 June 2026. The amended Terms of Reference of the Nomination Committee of the Board of Directors of Hangzhou Tongshifu Cultural and Creative (Group) Co., Ltd. and the Terms of Reference of the Audit Committee of the Board of Directors of Hangzhou Tongshifu Cultural and Creative (Group) Co., Ltd. will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.tongshifu.com) on the same date as this announcement.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board has considered and approved certain proposed amendments (the "**Proposed Amendments to the Articles of Association**") to the Company's Articles of Association (the "**Articles of Association**"), primarily based on the following: on the one hand, the Company has completed the issuance of H Shares and listing on the Hong Kong Stock Exchange on 31 March 2026, and the registered capital, total number of issued shares and shareholding structure have changed accordingly, necessitating corresponding amendments to the relevant provisions of the Articles of Association; on the other hand, to optimize the operational efficiency of corporate governance and enhance decision-making effectiveness, the Board has also approved the concurrent adjustment of the minimum frequency of the Audit Committee meetings from four times to twice per year. The specific amendments are as follows:

Article No.	Before amendments	After amendments
Article 5	The Company completed the filing procedures with the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on ~~[•]~~, and obtained the approval from The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") for its initial public offering of ~~[•]~~ RMB ordinary shares (hereinafter referred to as "H Share(s)"), which were listed on the Hong Kong Stock Exchange on ~~[•]~~.	The Company completed the filing procedures with the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on **24 February 2026**, and obtained the approval from The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") for its initial public offering of **7,406,800** RMB ordinary shares (hereinafter referred to as "H Share(s)"), which were listed on the Hong Kong Stock Exchange on **31 March 2026**.
Article 18	After completion of initial public offering of overseas listed shares of the Company, ~~if the over-allotment option is not exercised,~~ the registered capital of the Company would be RMB~~[•]~~, with a total number of shares of ~~[•]~~ shares, comprising ~~[•] overseas listed shares~~ and ~~[•]~~ domestic unlisted shares~~; if the over-allotment option is fully or partially exercised, the registered capital of the Company would be RMB[•], with a total number of shares of [•] shares, comprising [•] overseas listed shares and [•] domestic unlisted shares~~.	After completion of initial public offering of overseas listed shares of the Company, the registered capital of the Company would be RMB**64,406,800,** with a total number of shares of **64,406,800** shares, comprising **62,227,201 H Shares** and **2,179,599** domestic unlisted shares.

Article No.	Before amendments	After amendments
Article 145	The audit committee shall meet at least ~~once~~ every ~~quarter~~. ……	The audit committee shall meet at least **twice** every **year**. ……
Article 226	The Articles of Association ~~was considered and approved by the shareholders' meeting and~~ shall come into effect on the date ~~when H Shares of the Company are listed on the Hong Kong Stock Exchange~~. The original articles of association ~~of the Company~~ shall automatically expire ~~upon the effective date of the Articles of Association~~.	The Articles of Association shall come into effect on the date **of consideration and approval by the shareholders' meeting, and** the original Articles of Association shall automatically expire.

Save for the abovementioned amendments, other provisions of the Articles of Association remain unchanged. The Proposed Amendments to the Articles of Association are prepared in Chinese. In case of any inconsistency between the Chinese and the English version, the Chinese version shall prevail.

The aforesaid Proposed Amendments to the Articles of Association are subject to approval by the shareholders of the Company by way of a special resolution at the 2025 annual general meeting (the "**Annual General Meeting**") to be held on 26 June 2026. At the same time, it is proposed to authorize the Board and any person authorized by the Board at the Annual General Meeting to complete industrial and commercial registration of changes and other related matters. A circular containing, among other things, details of the Proposed Amendments to the Articles of Association, together with the notice of the Annual General Meeting, will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.tongshifu.com) and will be dispatched to the shareholders (if requested) in due course.

By order of the Board
Hangzhou Tongshifu Cultural and Creative (Group) Co., Ltd.
Yu Guang
Chairman, Executive Director and General Manager

Hong Kong, 1 June 2026

As at the date of this announcement, the Board comprises Mr. Yu Guang, Mr. Luo Renxiang, Mr. He Yun, Ms. Wang Xiaoxia and Mr. Chen Ruiguang as executive Directors; Mr. Xiao Feng as non-executive Director; and Mr. Tu Bisheng, Dr. Huang Wenli, Mr. Fong Chun Fai as independent non-executive Directors.