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)

INSIDE INFORMATION
PROPOSED PARTICIPATION IN THE PLAN OF H SHARE FULL CIRCULATION BY THE COMPANY
AND
PROPOSED FURTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION THEN IN FORCE

This announcement is made by the board (the "**Board**") of directors (the "**Directors**") of Hangzhou Tongshifu Cultural and Creative (Group) Co., Ltd. (the "**Company**") pursuant to Rule 13.09(2) and Rule 13.51(1) of the Rules Governing the Listing of Securities (the "**Hong Kong Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") and the Inside Information Provisions (as defined in the Hong Kong Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the "Guidelines on Application for 'Full Circulation' of Domestic Unlisted Shares of H-share Companies" (《H股公司境內未上市股份申請「全流通」業務指引》) issued by the China Securities Regulatory Commission (the "**CSRC**") on 14 November 2019 and further amended on 10 August 2023 (the "**Guidelines**") regarding the procedures of application by companies whose H Shares are listed on the Hong Kong Stock Exchange for circulation of domestic unlisted shares (as defined under the Guidelines) on the Hong Kong Stock Exchange.

In view of the Guidelines and considering the intention received by the Company from the shareholders to participate in the H share full circulation, on 1 June 2026, the Board of the Company has considered and approved the proposed implementation of conversion of 2,179,599 domestic unlisted shares of the Company held by the shareholders of the Company into H Shares of the Company (the "**H Share Full Circulation**"), representing approximately 3.3841% of the total issued share capital of the Company as at the date of this announcement. The details are as follows:

Name of shareholder	Number of domestic unlisted shares (shares)	Percentage of shareholding	Number of shares to be applied for conversion into overseas listed shares (shares)	Shares to be applied for conversion as a percentage of the shares of the Company
Beijing Hezhong Venture Capital Equity Investment Center (Limited Partnership)(北京合眾創投股權投資中心(有限合夥))	2,008,599	3.1186%	2,008,599	3.1186%
Shanghai Ruma Youhua Enterprise Management Partnership (Limited Partnership)(上海如碼有花企業管理合夥企業(有限合夥))	171,000	0.2655%	171,000	0.2655%

In addition, the Board of the Company has considered and approved certain proposed amendments to the Articles of Association of the Company then in force (the "**Articles of Association**") (the "**Proposed Further Amendments to the Articles of Association**") to reflect the share capital structure of the Company upon the completion of the H Share Full Circulation in the future, as follows:

Article No.	Original Article	Amended Article
Article 17	~~Among the shares issued by the Company, domestic unlisted shares shall be deposited at China Securities Depository and Clearing Company Limited in accordance with relevant requirements in a centralized manner, and the registration and settlement arrangements for the overseas listed shares shall be subject to the requirements of the overseas listing place.~~	**All the issued shares of the Company are overseas listed shares, and the registration, deposition and settlement arrangements thereof shall be handled in accordance with the domestic rules and the rules of the place where the shares are listed.**
Article 18	~~After completion of initial public offering of overseas listed shares of the Company,~~ the registered capital of the Company is RMB64,406,800, with a total number of shares of 64,406,800 shares~~, comprising 62,227,201 overseas listed shares and 2,179,599 domestic unlisted shares.~~	The registered capital of the Company is RMB64,406,800, with a total number of shares of 64,406,800 shares, **all of which are overseas listed shares.**

Save for the above amendments, the other provisions of the Articles of Association remain unchanged. The Proposed Further Amendments to the Articles of Association are prepared in the Chinese language. In the event of any discrepancies between the English version and the Chinese version, the Chinese version shall prevail.

The above Proposed Further Amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution, and the Company will convene the 2025 annual general meeting (the "**AGM**") on 26 June 2026 for the purpose of proposing, among other things, the special resolution for the shareholders of the Company to consider and, if thought fit, approve the Proposed Further Amendments to the Articles of Association. Upon approval at the AGM, the amendments will take effect from the date on which the domestic unlisted shares are fully circulated. It is also proposed that the annual general meeting authorize the Board and the persons authorized by the Board to make adjustments and modifications (including but not limited to adjustments and modifications to the wordings, chapters, terms, effective conditions, etc.) from time to time to the aforesaid Proposed Further Amendments to the Articles of Association considered and approved at the annual general meeting for the purpose of the circulation of the domestic unlisted shares in accordance with the changes in domestic and overseas laws, regulations and regulatory documents, the requirements and recommendations of domestic and overseas government agencies and regulatory authorities, as well as the actual situation of the issue and the listing, and to handle matters such as change approval or filing with the company registration authority and other relevant government authorities. A circular containing, among others, detailed information of the Proposed Further Amendments to the Articles of Association together with the notice of the AGM 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.

As at the date of this announcement, the Company has not yet submitted the filing application to the CSRC for the H Share Full Circulation. The number of domestic unlisted shares to be applied for the H Share Full Circulation will be subject to the filing with the CSRC and approvals from the Hong Kong Stock Exchange. Pursuant to the Articles of Association and the applicable PRC laws, general meeting is not required to be convened by the Company for approving the H Share Full Circulation and the Conversion and Listing (as defined below).

Upon obtaining all relevant approvals (including the filing with the CSRC and approvals from the Hong Kong Stock Exchange) and having complied with all applicable laws, rules and regulations, such domestic unlisted shares will be converted into H Shares of the Company and the Company will apply to the Hong Kong Stock Exchange for the listing of, and permission to deal in, such H Shares on the Main Board of the Hong Kong Stock Exchange (the "**Conversion and Listing**").

The Company will make further announcement(s) on the progress of the H Share Full Circulation and the Conversion and Listing in accordance with the requirements of the Hong Kong Listing Rules.

The H Share Full Circulation and the Conversion and Listing are subject to other relevant procedures as required by the CSRC, the Hong Kong Stock Exchange and other domestic and overseas regulatory authorities. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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 of 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; Mr. Tu Bisheng, Dr. Huang Wenli and Mr. Fong Chun Fai as independent non-executive Directors.