

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Tianju Dihe (Suzhou) Technology Co., Ltd.

天聚地合(蘇州)科技股份有限公司

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

(Stock Code: 2479)

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO DISPOSAL OF NOTES

THE DISPOSAL

On 23 August 2026, the Company entered into the Deeds of Assignment with Mr. Zuo, pursuant to which the Company agreed to dispose of the Notes to Mr. Zuo at the aggregate consideration of US\$10,000,000 (equivalent to approximately RMB67,000,000), being the aggregate principal amount of the Notes.

LISTING RULES IMPLICATIONS

As more than one of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Disposal exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, the Company is beneficially owned as to approximately 48.21% by Mr. Zuo, an executive Director, chief executive officer and a controlling shareholder of the Company. Mr. Zuo is therefore a connected person of the Company, and the Disposal constitutes a connected transaction for the Company and is subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders on the terms of the Deeds of Assignment and the transactions contemplated thereunder. Altus Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Deeds of Assignment and the transactions contemplated thereunder. As Mr. Zuo is considered to have material interests in the transactions contemplated under the Deeds of Assignment, he is required to abstain from voting at the EGM on the resolutions approving the same. Save for the aforementioned and to the best knowledge, information and belief of the Directors, no other Shareholder has a material interest in the transactions contemplated under the Deeds of Assignment and is required to abstain from voting on the resolutions approving the same at the EGM.

A circular containing, among others, (a) details of the Deeds of Assignment and the Disposal; (b) the recommendation from the Independent Board Committee to the Independent Shareholders; (c) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (d) a notice convening the EGM, together with the proxy form is expected to be despatched to the Shareholders on or before 11 September 2026.

THE DISPOSAL

On 23 August 2026, the Company entered into the Deeds of Assignment with Mr. Zuo, pursuant to which the Company agreed to dispose of the Notes to Mr. Zuo at the aggregate consideration of US\$10,000,000 (equivalent to approximately RMB67,000,000), being the aggregate principal amount of the Notes. Accordingly:

- (a) by the Deed of Assignment (First Note), the Company has agreed to dispose of the First Note to Mr. Zuo at the consideration of US\$6,000,000 (equivalent to approximately RMB40,200,000); and
- (b) by the Deeds of Assignment (Second Notes), the Company has agreed to dispose of the Second Notes to Mr. Zuo at the aggregate consideration of US\$4,000,000 (equivalent to approximately RMB26,800,000).

The principal terms of each of the Deeds of Assignment are substantively identical and are set out as follows:

The Deeds of Assignment

Parties

- (1) the Company as assignor
- (2) Mr. Zuo as assignee

As at the date of this announcement, the Company is beneficially owned as to approximately 48.21% by Mr. Zuo, an executive Director, chief executive officer and a controlling shareholder of the Company, and therefore Mr. Zuo is a connected person of the Company.

Subject matter

The Company shall as legal and beneficial owner, upon Completion, assign and transfer to Mr. Zuo all the Assigned Benefits in respect of each of the Notes, free from any Encumbrance and together with all rights then or thereafter attaching thereto (including all and any repayment received or recovered under each of the Notes on or after the date of the Deeds of Assignment) to the intent that Mr. Zuo shall be the legal and beneficial owner of each of the Notes and shall be solely and absolutely entitled thereto.

Consideration

The Consideration for the Disposal is in the aggregate sum of US\$10,000,000 (equivalent to approximately RMB67,000,000), out of which:

- (a) US\$6,000,000 (equivalent to approximately RMB40,200,000) shall be the consideration payable for the assignment and transfer of the First Note under the Deed of Assignment (First Note); and
- (b) US\$4,000,000 (equivalent to approximately RMB26,800,000) shall be the aggregate consideration payable for the assignment and transfer of the Second Notes under the Deeds of Assignment (Second Notes).

The Consideration shall be paid by Mr. Zuo to the Company before Completion by way of bank transfer in immediately available funds. As at the date of this announcement, Mr. Zuo has already paid RMB67,000,000 to the Company.

All or any portion of the Consideration, after receipt by the Company prior to Completion, shall (a) be refundable if Completion does not take place, (b) not bear interest and (c) not be secured by any assets of the Group.

The Consideration was arrived after arm's length negotiations between the Company and Mr. Zuo and was determined with reference to (i) the aggregate principal amount of the Notes in the sum of US\$10,000,000 (equivalent to approximately RMB67,000,000); (ii) the aggregate carrying value of the Notes as at 30 June 2026 of US\$10,000,000 (equivalent to approximately RMB67,000,000) and (iii) the current status of the Notes.

Conditions precedent

Completion is conditional upon the fulfilment of the following Conditions:

- (a) all authorisations, consents, approvals or permissions (including but not limited to any requirements under the Listing Rules) necessary for the consummation of the transactions contemplated in the Deeds of Assignment having been obtained by each of the Company and Mr. Zuo and remaining in full force and effect;
- (b) the Company having received full amount of the Consideration; and
- (c) all the representations and warranties provided by the Company under the Deeds of Assignment remaining true and accurate in all respects.

Completion

Subject to fulfilment of all the Conditions, Completion shall take place on the Completion Date, at which the Company shall deliver to Mr. Zuo (i) the Existing Note Certificates, (ii) the notices of assignment in respect of the Notes duly executed by the Company and (iii) the transfer forms in respect of the assignment and transfer of the Notes duly completed and executed by the Company.

If Completion does not take place for any reason whatsoever, whether on or before the long stop date, being 31 December 2026 or otherwise extended by mutual agreement between the Company and Mr. Zuo:

- (a) the Consideration shall be refunded to Mr. Zuo forthwith without interest; and
- (b) subject to paragraph (a) above, the Deeds of Assignment shall become null and void and be of no further effect whatsoever and all the obligations and liabilities of the Company and Mr. Zuo thereunder shall cease and determine.

Undertaking to share amounts recovered in relation to the Assigned Benefits

The Company and Mr. Zuo irrevocably undertook to each other that, notwithstanding anything to the contrary provided in the Deeds of Assignment, any amounts recovered, whether before or after Completion, by either the Company or Mr. Zuo from the Note Issuers (as the case may be) in relation to the Assigned Benefits of the Notes shall be dealt with in the following order of priority:

- (a) firstly, an amount equivalent to all fees, costs and expenses properly incurred by the Company for recovery of the Assigned Benefits of the relevant Note be paid to or retained by (as the case may be) the Company;
- (b) secondly, an amount up to the principal amount of the relevant Note be paid to or retained by (as the case may be) Mr. Zuo;
- (c) thirdly, the prorated return the Company is entitled to under the relevant Note as of the Completion Date, the calculation of which shall adopt the following formula, be paid to or retained by (as the case may be) the Company:

$$\text{Prorated Return} = A \times \left(\frac{B}{C} \right)$$

Where:

A = amount recovered in relation to the Assigned Benefits of the relevant Note – principal amount of the relevant Note – all fees, costs and expenses properly incurred by the Company for recovery of the Assigned Benefits of the relevant Note

B = number of days from the date of the relevant Note up to the Completion Date

C = number of days from the date of the relevant Note up to the date of receipt of the full amount recovered in relation to the Assigned Benefits of the relevant Note

- (d) fourthly, any remaining balance of the amount recovered in relation to the Assigned Benefits of the relevant Note be paid to or retained by (as the case may be) Mr. Zuo.

INFORMATION OF THE NOTES

In June 2024, the Company subscribed for the First Note, in the principal amount of US\$6,000,000. The issuer of the First Note is Reynold Lemkins, which was a cornerstone investor of the Company holding approximately 2.81% of all the Shares immediately following the initial public offering of the Company in 2024. Further details of the First Note can be referred to in the supplemental announcement in relation to the interim report for the six months ended 30 June 2024 of the Company dated 18 October 2024. In July 2024, the Company subscribed for the Second Notes, each in the principal amount of US\$2,000,000. The issuer of the Second Notes is an Independent Third Party incorporated in Hong Kong with limited liability and was introduced to the Company by a director of Reynold Lemkins.

Both the First Note and the Second Notes were initially structured as five-year instruments. The Company subsequently considered that the terms of the First Note and the Second Notes should be shortened to one year and discussed the proposed revisions with the Note Issuers. The Company believed that an agreement had been reached with the Note Issuers.

No repayment or distribution has been made by the Note Issuers under the Notes since their respective subscription up to the date of this announcement. The Company has taken steps to recover the redemption and other outstanding amounts under the Notes.

Reynold Lemkins is a company incorporated in Hong Kong with limited liability. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the principal business of Reynold Lemkins is principally engaged in investments across various asset classes, industries and geographies, and primarily in emerging growth companies with a focus on technology and healthcare in the equity market.

Based on the unaudited consolidated financial information of the Group as at 30 June 2026, the carrying values of the First Note and the Second Notes were US\$6,000,000 and US\$4,000,000, respectively.

The net profits/losses (both before and after taxation) arising from the change in fair value attributable to the Notes for the financial years ended 31 December 2024 and 2025 are set out respectively as follows:

	2025 RMB'000	2024 RMB'000
First Note	—	—
Second Notes	(638)	1,364
	<u>(638)</u>	<u>1,364</u>

FINANCIAL EFFECT OF THE DISPOSAL

Based on the consolidated financial information of the Group as at 30 June 2026, the Group currently expects there to be no gain or loss arising from the Disposal upon Completion with reference to the Consideration.

The Board intends to apply the net proceeds from the Disposal (after deducting relevant costs and expenses) as general working capital and for funding future business development opportunities of the Group.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Since the subscription of the Notes in 2024, no repayment or distribution has been made by the Note Issuers.

The Company has disclosed in its announcement dated 10 October 2025 that it has consulted with its legal advisers and has been taking steps to recover the outstanding amounts under the Notes. The same is still ongoing as at the date of this announcement.

While it may take the Company substantial time to recover the outstanding amounts under the Notes, with a view to removing uncertainty of the Notes recovery and facilitating resumption of the trading in the Shares, Mr. Zuo expressed his intention to acquire the Notes.

Having considered (i) the Consideration for the Disposal equals to the principal amount of the Notes; (ii) the returns under the Notes to which the Company is entitled, if recovered from the Note Issuers, will be distributed to the Company on a pro-rated basis from issuance of the respective Notes up to the Completion Date (after cost of the recovery of the Company is settled); (iii) it is uncertain as to the timetable, costs and expenses that may be involved in the recovery of the outstanding amounts under the Notes; and (iv) that the Disposal will resolve the matter immediately upon Completion with an immediate incremental liquidity to the Company, the Directors (other than Mr. Zuo, and the independent non-executive Directors whose views and opinions will be given in the circular to be despatched to the Shareholders after considering the advice from the Independent Financial Adviser) believe that the terms of the Deeds of Assignment are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE COMPANY AND MR. ZUO

1. The Company

The Company is a joint stock company incorporated in the People's Republic of China with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2479). The Group is principally engaged in the provision of application programming interfaces marketplace and data management solutions in the People's Republic of China.

2. Mr. Zuo

Mr. Zuo, holding approximately 48.21% of all the Shares as at the date of this announcement, is a controlling shareholder of the Company, chief executive officer and an executive Director. Accordingly, Mr. Zuo is a connected person of the Company. Further background information of Mr. Zuo can be referred to on pages 275 to 276 of the prospectus of Company dated 20 June 2024.

LISTING RULES IMPLICATIONS

As more than one of the percentage ratios (as defined in the Listing Rules) in respect of the Disposal exceeds 5% but are less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, the Company is beneficially owned as to approximately 48.21% by Mr. Zuo, an executive Director, chief executive officer and a controlling shareholder of the Company. Mr. Zuo is therefore a connected person of the Company, and the Disposal constitutes a connected transaction for the Company and is subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders on the terms of the Deeds of Assignment and the transactions contemplated thereunder. Altus Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Deeds of Assignment and the transactions contemplated thereunder. As Mr. Zuo is considered to have material interests in the transactions contemplated under the Deeds of Assignment, he is required to abstain from voting at the EGM on the resolutions approving the same. Save for the aforementioned and to the best knowledge, information and belief of the Directors, no other Shareholder has a material interest in the transactions contemplated under the Deeds of Assignment and is required to abstain from voting on the resolutions approving the same at the EGM.

A circular containing, among others, (a) details of the Deeds of Assignment and the Disposal; (b) the recommendation from the Independent Board Committee to the Independent Shareholders; (c) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (d) a notice convening the EGM, together with the proxy form is expected to be despatched to the Shareholders on or before 11 September 2026.

DEFINITIONS

In this announcement, the following expressions have the meaning set out below unless the context requires otherwise:

“Assigned Benefits”	means all the rights, title, interests and benefits in relation to each of the Notes, including without limitation the full benefits and rights to receive and recover any part of the sums for which each of the Note Issuers is, as at the respective date of the Deeds of Assignment, indebted and may thereafter become indebted to the Company under each of the Notes and the full benefits of all other provisions power and covenants whatsoever in respect of each of the Notes and the full rights and benefits of the Company as judgment creditor under any civil, arbitration or other proceedings against each of the Note Issuers in respect of each of the Notes
“Board”	the board of Directors
“Business Day”	a day, other than a Saturday, a Sunday and a 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 which licensed banks are open for general banking business in Hong Kong throughout their normal business hours
“Company”	Tianju Dihe (Suzhou) Technology Co., Ltd. (Stock Code: 2479), a joint stock company incorporated in the People’s Republic of China with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Disposal in accordance with the terms and conditions of the Deeds of Assignment
“Completion Date”	the date of the Completion, being the date falling one Business Day immediately following the fulfilment of all the Conditions or such later date as the Company and Mr. Zuo may agree in writing
“Condition(s)”	the conditions precedent as set out in each of the Deeds of Assignment to be fulfilled prior to the Completion

“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Consideration”	the consideration for the Disposal in the aggregate sum of US\$10,000,000
“Deed of Assignment (First Note)”	the deed of assignment in respect of the First Note dated 23 August 2026 between the Company as assignor and Mr. Zuo as assignee
“Deeds of Assignment (Second Notes)”	two deeds of assignment in respect of the Second Notes dated 23 August 2026 between the Company as assignor and Mr. Zuo as assignee
“Deeds of Assignment”	collectively, the Deed of Assignment (First Note) and the Deeds of Assignment (Second Notes), the terms and conditions of which are substantively identical
“Director(s)”	director(s) of the Company
“Disposal”	the assignment and transfer of the Assigned Benefits in respect of the Notes pursuant to the terms and conditions of the Deeds of Assignment
“EGM”	the extraordinary general meeting to be held by the Company for the purpose of considering and, if thought fit, approving the Deeds of Assignment and the transactions contemplated thereunder
“Encumbrances”	any mortgage, charge (whether fixed or floating, legal or equitable), pledge, lien, rights of forfeiture, hypothecation, assignment, pre-emption rights, adverse claims, restrictions, security interest securing or conferring any right of priority of payment in respect of, any obligation of any person, any arrangement whereby any rights are subordinated to any rights of any third party, any contractual rights of set-off; and the interest of a vendor or lessor under any conditional sale agreement, lease, hire purchase agreement or other title retention arrangement, other than an interest in a lease or hire purchase agreement which arose in the ordinary course of business
“Existing Note Certificates”	collectively, the note certificate dated 21 June 2024 executed by Reynold Lemkins certifying the ownership of the First Note and two note certificates dated 2 July 2024 executed by the issuer of the Second Notes certifying the ownership of the Second Notes
“First Note”	the cash management note in the principal amount of US\$6,000,000 issued by Reynold Lemkins on 21 June 2024
“Group”	the Company and its subsidiaries
“RMB”	Renminbi the lawful currency of the People’s Republic of China

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Huang Xuexian, Mr. Chen Xinhe and Mr. Li Shun Fai
“Independent Financial Adviser”	Altus Capital Limited, a licensed corporation to carry out type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Deeds of Assignment and the transactions contemplated thereunder
“Independent Shareholders”	Shareholder(s) other than Mr. Zuo and his associates
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected person(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	Main Board of the Stock Exchange (excludes the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Mr. Zuo”	Mr. Zuo Lei (左磊), an executive Director, chief executive officer and a controlling shareholder of the Company
“Notes”	collectively, the First Note and the Second Notes; and “Note” means any one of the Notes
“Note Issuers”	collectively, Reynold Lemkins (as issuer of the First Note) and the issuer of the Second Notes
“Reynold Lemkins”	The Reynold Lemkins Group (Asia) Limited
“Second Notes”	two cash management notes each in the principal amount of US\$2,000,000 issued on 2 July 2024
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“US\$” United States dollars, the lawful currency of the United States of America

“%” per cent.

By order of the Board
Tianju Dihe (Suzhou) Technology Co., Ltd.
Wang Haojin
Executive Director

Hong Kong, 23 August 2026

For the purpose of this announcement, unless otherwise stated, translations of United States dollars into Renminbi or vice versa have been calculated by using an exchange rate of US\$1.00 equal to RMB6.70. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were, may have been or will be exchanged at such rate or any other rates or at all.

As at the date of this announcement, the Board comprises Mr. Zuo Lei, Mr. Wang Haojin, Mr. Lin Shan, Ms. Yang Yanjun and Ms. Wang Xinye as executive Directors; Mr. Qiu Jianqiang as non-executive Director; and Mr. Huang Xuexian, Mr. Chen Xinhe and Mr. Li Shun Fai as independent non-executive Directors.