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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



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)

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (“EGM”) to be held at 3 p.m. on Wednesday, 21 October 2026 at Meeting Room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi’an Economic & Technological Development Zone, Xi’an City, Shaanxi Province, China is set out on pages EGM-1 to EGM-2 of this circular. A accompanying form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular, together with a form of proxy, will remain on the “Latest Listed Company Information” page of the Stock Exchange at www.hkexnews.hk and on the Company’s website at www.trqcns.com.

30 September 2026

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EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Time and Date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Wednesday, 14 October 2026
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive)	Thursday, 15 October 2026 to Wednesday, 21 October 2026
Latest date and time for lodging the proxy forms for the EGM	3 p.m. on Monday, 19 October 2026
Record date for attendance and voting at the EGM	Wednesday, 21 October 2026
Date and time of the EGM	3 p.m. on Wednesday, 21 October 2026
Publication of announcement of the poll results of the EGM	Wednesday, 21 October 2026

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this circular and therefore the dates are tentative only. Subject to the above, the following timetable, including but not limited to, the effective date(s) of the Share Consolidation and the Change in Board Lot Size, will remain unchanged even if that day is a severe weather trading day.

Event	Time and Date
Effective date of the Share Consolidation	Friday, 23 October 2026
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Friday, 23 October 2026
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Friday, 23 October 2026

EXPECTED TIMETABLE

Event	Time and Date
Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes.....	9:00 a.m. on Friday, 23 October 2026
Temporary counter for trading in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens.....	9:00 a.m. on Friday, 23 October 2026
Effective date of the new board lot size	Friday, 6 November 2026
Original counter for trading in the Consolidated Shares in board lot of 1,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 6 November 2026
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates for the Consolidated Shares) commences	9:00 a.m. on Friday, 6 November 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 6 November 2026
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of Consolidated Shares	4:00 p.m. on Thursday, 26 November 2026
Temporary counter for trading in Consolidated Shares in board lot of 200 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 26 November 2026

EXPECTED TIMETABLE

Event	Time and Date
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates for Consolidated Shares) ends.....	4:10 p.m. on Thursday, 26 November 2026
Last day and time for free exchange of existing share certificates into new share certificates for the Consolidated Shares	4:00 p.m. on Monday, 30 November 2026

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 21 September 2026 in relation to the proposed Share Consolidation and Change in Board Lot Size
“Board”	the board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business throughout their normal business hours, other than a Saturday, a Sunday, a public holiday or a day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a black rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 8,000 Existing Shares to 1,000 Consolidated Shares
“Company”	China Tianrui Automotive Interiors Co., LTD, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6162)
“Consolidated Share(s)”	the ordinary share(s) of par value of HK\$0.4 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company convened to be held on Wednesday, 21 October 2026 at which resolution will be proposed to consider, and, if thought fit, to approve the Share Consolidation

DEFINITIONS

“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	Friday, 25 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	the Existing Share(s) or the Consolidated Share(s) (as the context may require)
“Share Consolidation”	the proposed consolidation of every forty (40) issued and unissued Existing Shares of par value of HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.4 each

DEFINITIONS

“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“trading day(s)”	means a day on which trading of the Shares is conducted on the Stock Exchange in accordance with the rules and regulations of the Stock Exchange promulgated from time to time

LETTER FROM THE BOARD



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

Non-executive Director:

Mr. Fan Haobing

Independent Non-executive Directors:

Mr. Zhu Hongqiang

Mr. Zhou Genshu

Mr. Chen Geng

Registered office in the Cayman Islands:

3-212 Governors Square

23 Lime Tree Bay Avenue

P.O. Box 30746

Seven Mile Beach

Grand Cayman KY1-1203

Principal place of business

in Hong Kong:

Room 602, 6/F

Kai Yue Commercial Building

No. 2C, Argyle Street

Kowloon, Hong Kong

30 September 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide the Shareholders with, among others (i) further details on the Share Consolidation and Change in Board Lot Size; and (ii) a notice of EGM to be held to consider and, if thought fit, approve the Share Consolidation.

PROPOSED SHARE CONSOLIDATION

The Board proposes that every forty (40) issued and unissued Existing Shares in the share capital of the Company be consolidated into one (1) Consolidated Share.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.01 each, and there are 2,400,000,000 Existing Shares in issue which are fully paid or credited as fully paid.

Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 60,000,000 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$100,000,000 but will be divided into 250,000,000 Consolidated Shares of HK\$0.4 each.

Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Conditions of the Share Consolidation

The Share Consolidation is subject to and conditional upon satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (c) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the above conditions, the effective date of the Share Consolidation is expected to be on Friday, 23 October 2026, being the second Business Day immediately after the date of the EGM. As at the Latest Practicable Date, none of the conditions as mentioned above had been fulfilled.

Listing application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 8,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 8,000 Existing Shares to 1,000 Consolidated Shares.

Based on the closing price of HK\$0.042 per Existing Share (equivalent to the theoretical closing price of HK\$1.68 per Consolidated Share) as at the Latest Practicable Date, (i) the market value of each board lot of 8,000 Existing Shares is HK\$336; (ii) the market value of each board lot of 8,000 Consolidated Shares would be HK\$13,440, assuming the Share Consolidation has become effective; and (iii) the estimated market value of each board lot of 1,000 Consolidated Shares would be HK\$1,680 on the assumption that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of the Consolidated Shares.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Beta International Securities Limited as agent to provide matching service for the sale and purchase of odd lots of Consolidated Shares through on-market transactions on the Stock Exchange, on a best efforts basis, to those Shareholders who wish to top up or sell their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Mr. Liu Chun Ho of Beta International Securities Limited of Room 3326, 33/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong or at telephone number (852) 3590 9488 from 9:00 a.m. on Friday, 6 November 2026 to 4:00 p.m. on Thursday, 26 November 2026 (both dates inclusive).

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots trading arrangement, is recommended to consult his/her/its own professional advisers.

Free Exchange of Share Certificates for the Consolidated Shares

Subject to the Share Consolidation having become effective, Shareholders may during the period from 9:00 a.m. on Friday, 23 October 2026 to 4:00 p.m. on Monday, 30 November 2026 (both dates inclusive) submit existing share certificates for the Existing Shares in pink to the Company's 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 exchange for new share certificates for the Consolidated Shares in blue at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) by the Shareholders for each share certificate for the Existing Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 26 November 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will continue to remain good evidence of legal title.

Other securities of the Company

As at the Latest Practicable Date, the Company did not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as the case may be.

As at the Latest Practicable Date, the Company did not adopt any share scheme, and there were no outstanding share options entitling the holders thereof to subscribe any Shares under any share scheme adopted by the Company.

LETTER FROM THE BOARD

Closure of register of members

The register of members of the Company for the EGM will be closed from Thursday, 15 October 2026 to Wednesday, 21 October 2026, both dates inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with 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 not later than 4:30 p.m. on Wednesday, 14 October 2026.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, it is provided in the "Guide on Trading Arrangements for Selected Types of Corporate Actions" (the "Guide") issued by the Hong Kong Exchanges and Clearing Limited that when the market price of the shares of an issuer approaches the extremities of HK\$0.01 and the trading price of the shares is at a level less than HK\$0.10, the shares of such issuer will be considered as trading at extremity, thereby requiring actions to be taken by the issuer pursuant to Rule 13.64 of the Listing Rules. In addition, the issuer should select a new board lot unit for consolidated shares from the specific set of 8 options, which include 1, 50, 100, 500, 1,000, 2,000, 5,000, and 10,000 share(s); and ensure that the expected board lot value is greater than HK\$1,000, taking into account the minimum transaction costs for a securities trade.

Given that the Shares have traded at a price level of around HK\$0.10 for most of the one month immediately preceding the date of the Announcement, with an average closing price of approximately HK\$0.074 per Existing Share, the Board considers that the Shares have been trading at an extremity for the purpose of the Guide. The Board further notes that the closing price of the Shares has remained at or below HK\$0.10 per Existing Share since 13 August 2026. During the twelve months immediately preceding the date of the Announcement, the closing price of the Existing Shares ranged from HK\$0.059 per Existing Share, being the closing price on 15 September 2026, to HK\$0.63 per Existing Share, being the closing price on 11 November 2025, with an average closing price of approximately HK\$0.297 per Existing Share during such period. Based on the existing board lot size of 8,000 Existing Shares, the corresponding market value per board lot ranged from approximately HK\$472 to HK\$5,040, with an average market value per board lot of approximately HK\$2,377. In addition, based on the existing board lot size of 8,000 Existing Shares and the closing price of HK\$0.070 per Existing Share as at the date of the Announcement, the market value per board lot was HK\$560, which is below the board lot value floor guidance of HK\$1,000 under the Guide.

LETTER FROM THE BOARD

The Company has considered alternative consolidation ratios for the Share Consolidation with reference to the historical trading prices and market performance of the Shares. The Board notes that the lowest closing price of the Shares during the past twelve months from the Latest Practicable Date (including the Latest Practicable Date) was HK\$0.042 per Existing Share. Having considered, among other things, the historical trading range and volatility of the Shares, the Board is of the view that a lower consolidation ratio may not result in a sufficiently meaningful increase in the trading price of the Shares and may provide only limited buffer against potential future fluctuations in the market price of the Shares. In particular, a lower consolidation ratio may increase the likelihood that the trading price of the Shares would again approach the low-price extremity as referred to in the Guide. Accordingly, the Board considers that the Share Consolidation represents an appropriate consolidation ratio, as it will result in a more meaningful increase in the trading price of the Shares and reduce the likelihood that the Company would need to undertake a further share consolidation in the foreseeable future. This would, in turn, avoid or reduce the additional professional fees and administrative expenses which may otherwise be incurred in connection with any further share consolidation exercise.

Based on the closing price of HK\$0.042 per Existing Share as at the Latest Practicable Date, the theoretical adjusted closing price of each Consolidated Share would be HK\$1.68 upon the Share Consolidation becoming effective. Assuming that the proposed Share Consolidation and the Change in Board Lot Size had become effective, and that the board lot size had been changed to 1,000 Consolidated Shares, the expected market value per board lot would be HK\$1,680. Such expected market value per board lot is greater than HK\$1,000 and is therefore in compliance with the board lot value floor guidance under the Guide.

In view of the recent trading prices of the Shares, the Board considers that the proposed Share Consolidation and the Change in Board Lot Size would enable the Company to comply with the applicable trading requirements under the Listing Rules and the Guide. The Board also considers that the proposed arrangements may reduce the relative transaction and handling costs of dealings in the Shares, as a proportion of the market value of each board lot, given that banks and securities houses generally charge minimum transaction fees for each securities transaction. The Share Consolidation is expected to result in a corresponding upward adjustment in the trading price per Consolidated Share. The Board considers that a higher trading price and a board lot value at a more appropriate level may enhance the marketability of the Consolidated Shares and may make the Consolidated Shares more attractive to a broader range of institutional and professional investors, and that the corporate image and profile of the Company would be uplifted. However, there can be no assurance that the proposed Share Consolidation and the Change in Board Lot Size will result in an improvement in the liquidity of the Consolidated Shares or a broadening of the shareholder base of the Company.

Other than the expenses to be incurred in connection with the proposed Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation and the Change in Board Lot Size will not alter the underlying assets, business operations, management or financial position of the Company. The Board believes that the proposed Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Company nor result in any change in the proportionate interests or relative rights of the Shareholders, save for any fractional entitlements to Consolidated Shares to which Shareholders may otherwise be entitled as a result of the Share Consolidation.

LETTER FROM THE BOARD

OTHER CORPORATE ACTIONS AND FUND-RAISING ACTIVITIES IN THE NEXT TWELVE MONTHS

As at the Latest Practicable Date, the Company had no intention to carry out any other corporate actions during the next twelve months which may have the effect of undermining or negating the intended purpose of the proposed Share Consolidation and the Change in Board Lot Size. As at the Latest Practicable Date, the Company also had no concrete plans to conduct any equity fund-raising activities during the next twelve months. However, the Board cannot rule out the possibility that the Company may conduct debt and/or equity fund-raising exercises if suitable fund-raising and/or investment opportunities arise, in order to support the future development of the Group. The Directors will carefully consider the likely impact on the Shareholders before they will proceed on any fund-raising exercises. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

EGM

The notice convening the EGM to be held at 3 p.m. on Wednesday, 21 October 2026 at Meeting Room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi'an Economic & Technological Development Zone, Xi'an City, Shaanxi Province, China is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, an ordinary resolution will be proposed to approve the Share Consolidation.

A form of proxy for the EGM is enclosed herewith. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting thereof) should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholders or their associates have material interest in the Share Consolidation, and therefore no Shareholders are required to abstain from voting on the resolution to approve the Share Consolidation at the EGM.

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

LETTER FROM THE BOARD

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

RECOMMENDATION

The Board considers that the proposed Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

As the proposed Share Consolidation is subject to and conditional upon the satisfaction of conditions and the proposed Change in Board Lot Size is conditional upon the Share Consolidation becoming effective, the proposed Share Consolidation and the Change in Board Lot Size may or may not proceed and become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) 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 at 3 p.m. on Wednesday, 21 October 2026 for the purpose of considering, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the Consolidated Shares (as defined below), with effect from the second business day following the day of passing this resolution:

- (a) every forty (40) issued and unissued existing ordinary share(s) of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.4 (each a “**Consolidated Share**”), and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
- (b) upon the Share Consolidation becoming effective, the authorised share capital of the Company will remain at HK\$100,000,000 but will be divided into 250,000,000 Consolidated Shares of HK\$0.4 each;
- (c) all fractional Consolidated Shares resulting from the Share Consolidation, if any, will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and

NOTICE OF EGM

- (d) any one or more of the Directors and the company secretary of the Company be and is/are hereby authorised generally to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in his/her/their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

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

Xi'an, the PRC, 30 September 2026

Notes:

1. Any member of the Company entitled to attend and vote at the EGM convened by this notice shall be entitled to appoint a proxy to attend and vote in his/her stead in accordance with the articles of association of the Company. A member who is the holder of two or more shares of the Company (“**Share(s)**”) may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent the member.
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 EGM is enclosed.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 15 October 2026 to Wednesday, 21 October 2026, both dates inclusive, during which period no transfer of shares will be effected. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM is Wednesday, 21 October 2026. In order to be eligible to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, 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 Wednesday, 14 October 2026.
5. 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 thereof, must be lodged with 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 EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.
6. According to Rule 13.39(4) of the Listing Rules, the voting at the EGM will be taken by poll.

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