
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or the offers referred to herein, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Tianju Dihe (Suzhou) Technology Co., Ltd., you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

(1) 2025 REPORT OF THE BOARD
(2) 2025 REPORT OF THE SUPERVISORY COMMITTEE
(3) 2025 AUDITED CONSOLIDATED FINANCIAL STATEMENTS
(4) 2025 ANNUAL REPORT
(5) RE-APPOINTMENT OF AUDITORS FOR 2026
AND
(6) NOTICE OF THE 2025 ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page shall have the same meanings as defined in this circular.

A notice convening the AGM to be held on Monday, 2 November 2026 at 2:30 p.m., or immediately after the conclusion of the 2024 AGM, whichever is later, at 16/F, No. 9 Rongfu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC is set out on pages AGM-1 to AGM-2 to this circular. The form of proxy for use at the AGM are also enclosed herein. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.juhe.cn).

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time scheduled 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) should you so wish.

To the extent that there are any inconsistencies between the English version and the Chinese version of this circular, the English version shall prevail.

References to time and dates in this circular are to Hong Kong local time and dates.

30 September 2026

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DEFINITIONS

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

“2024 AGM”	the 2024 annual general meeting of the Company to be held at 16/F, No. 9 Rongfu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC on Monday, 2 November 2026 at 2:00 p.m. or adjournment thereof to consider and, if thought fit, to approve the resolutions contained in the notice of the 2024 annual general meeting dated 30 September 2026
“2025 Annual Report”	the annual report of the Company for the year ended 31 December 2025, which has been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.juhe.cn)
“2025 Audited Consolidated Financial Statements”	the audited consolidated financial statements of the Group for the year ended 31 December 2025, which are set out in the 2025 Annual Report
“2025 Report of the Board”	the report of the Board for the year ended 31 December 2025, which is set out in the 2025 Annual Report
“2025 Report of the Supervisory Committee”	the report of the Supervisory Committee for the year ended 31 December 2025, which is set out in the 2025 Annual Report
“AGM”	the annual general meeting of the Company to be held on Monday, 2 November 2026 at 2:30 p.m., or immediately after the conclusion of the 2024 AGM, whichever is later, at 16/F, No. 9 Rongfu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-2 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	board of Directors
“Chairman”	the chairman of the Board

DEFINITIONS

“Company”	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 PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 2479)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)” or “Share(s)”	overseas-listed foreign invested ordinary share(s) issued by the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	29 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context otherwise requires, references in this circular to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Company Law”	Company Law of the PRC (中華人民共和國公司法)
“Shareholder(s)”	the holder(s) of H Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

The English names of Chinese entities included in this circular are unofficial translations of their Chinese names and are included for identification purposes only.

LETTER FROM THE BOARD



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)

Executive Directors

Mr. WANG Haojin (*Chairman of the Board and
Chief Executive Officer*)

Mr. LIN Shan

Ms. WANG Xinye

Ms. JI Shilin

Mr. GAO Qi

Non-executive Director

Mr. QIU Jianqiang

Independent non-executive Directors

Mr. HUANG Xuexian

Mr. CHEN Xinhe

Mr. LI Shun Fai

Registered Office:

16/F, No. 9 Rongfu Street
Suzhou Industrial Park
Suzhou, Jiangsu Province
PRC

*Principal place of business
in Hong Kong:*

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

30 September 2026

To the Shareholders,

Dear Sir or Madam,

- (1) 2025 REPORT OF THE BOARD
(2) 2025 REPORT OF THE SUPERVISORY COMMITTEE
(3) 2025 AUDITED CONSOLIDATED FINANCIAL STATEMENTS
(4) 2025 ANNUAL REPORT
(5) RE-APPOINTMENT OF AUDITORS FOR 2026
AND
(6) NOTICE OF THE 2025 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the details of the resolutions to be proposed to consider and, if thought fit, approve at the AGM and provide all the information reasonably required to enable you to make an informed decision on whether to vote for or against or abstain from voting on those resolutions.

2. MATTERS TO BE CONSIDERED AT THE AGM

2.1 To consider and approve the 2025 Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2025 Report of the Board. The full text of the 2025 Report of the Board is set out in the 2025 Annual Report.

2.2 To consider and approve the 2025 Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to approve the 2025 Report of the Supervisory Committee. The full text of the 2025 Report of the Supervisory Committee is set out in the 2025 Annual Report.

2.3 To consider and approve the 2025 Audited Consolidated Financial Statements

An ordinary resolution will be proposed at the AGM to approve the Group's audited financial statements for the year ended 31 December 2025. The audited financial statements and the full text of the independent auditor's report for the year ended 31 December 2025 are set out in the 2025 Annual Report.

2.4 To consider and approve the 2025 Annual Report

An ordinary resolution will be proposed at the AGM to approve the Company's annual report for the year ended 31 December 2025.

2.5 To consider and approve the re-appointment of auditors for 2026

HLB Hodgson Impey Cheng Limited ("HLB") will retire as the auditors of the Company at the AGM and, being eligible, offer itself for re-appointment.

In accordance with the relevant provisions of the Articles of Association and the audit requirements of the Company, the Company proposes to approve the re-appointment of HLB as the Company's auditors for 2026 until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

The estimated audit fee for audit services in respect of the relevant financial year ranges from HK\$1,300,000 to HK\$1,500,000 (exclusive of out-of-pocket expenses), which is determined after due consideration and arm's length negotiations between the Company and HLB, taking into account, among other things, the size and complexity of the Company's business operations, the expected scope of the audit, the audit timetable, the level and mix of professional staff to be deployed, the anticipated audit workload, and prevailing market rates for comparable services. The estimated audit fee also assumes that there will be no material change in the Company'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 purpose of the audit.

Such resolution is hereby proposed at the AGM for consideration and approval (including authorizing the Board to determine their remuneration and entering into the relevant agreements).

3. AGM, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The notice convening the AGM is set out at pages AGM-1 to AGM-2 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be), and in such event the form of proxy shall be deemed to be revoked.

Shareholders who are entitled to attend, speak and (subject to any applicable requirement of the Listing Rules to abstain from voting on any relevant resolution) vote at the AGM are those whose names appear as members of the Company on the register of members of the Company on Monday, 2 November 2026. In order to determine the Shareholders who are so entitled, the register of members of the Company will be closed from Wednesday, 28 October 2026 to Monday, 2 November 2026, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining the Shareholders entitled to attend, speak and (subject to any applicable requirements referred to above) vote at the AGM. In order to be eligible to attend, speak and (subject to any applicable requirements referred to above) vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 27 October 2026.

LETTER FROM THE BOARD

4. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

None of the Shareholders are required to abstain from voting on the proposed resolutions at the AGM.

5. RECOMMENDATION

The Board (including independent non-executive Directors) considers that the resolutions proposed at the AGM are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolutions at the AGM.

6. FURTHER INFORMATION

Your attention is drawn to other parts of this circular, which contain further information on the Group and other information required to be disclosed under the Listing Rules.

Trading in the Shares on the Stock Exchange has been suspended since 1 April 2025. Under Rule 6.01A(1) of the Listing Rules, the Company must ensure trading in its Shares to resume by the 18-month prescribed remedial period. Otherwise, the Stock Exchange will be entitled to delist the Company. To resume trading, the Company must demonstrate to the Stock Exchange's satisfaction that it has met all the resumption guidance, addressed all the issues arising from time to time warranting a trading suspension and re-complied with the Listing Rules by the resumption deadline. The Company will disclose updates on the satisfaction of resumption guidance by way of announcement, as and when appropriate. Publication of this circular does not indicate that the Stock Exchange is satisfied that the Company has fulfilled any resumption guidance nor would it constitute any decision or conclusion from the Stock Exchange not to delist the Company nor warrant any approval from the Stock Exchange on the resumption of trading in the Shares on the Stock Exchange.

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

NOTICE OF THE 2025 ANNUAL GENERAL MEETING



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)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting (the “**AGM**”) of Tianju Dihe (Suzhou) Technology Co., Ltd. (the “**Company**”) will be held on Monday, 2 November 2026 at 2:30 p.m., or immediately after the conclusion of the 2024 annual general meeting of the Company to be held at the same place and on the same date at 2:00 p.m. or any adjournment thereof, whichever is later, at 16/F, No. 9 Rongfu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC for the purposes of considering and, if thought fit, approving the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated 30 September 2026 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the 2025 Report of the Board.
2. To consider and approve the 2025 Report of the Supervisory Committee.
3. To consider and approve the 2025 Audited Consolidated Financial Statements.
4. To consider and approve the 2025 Annual Report.
5. To consider and approve the re-appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for 2026, and to approve to authorise the Board to determine their remuneration and enter into the relevant agreements.

By order of the Board

Tianju Dihe (Suzhou) Technology Co., Ltd.

Wang Haojin

Chairman and Executive Director

Hong Kong, 30 September 2026

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

Notes:

1. Resolution to be submitted at the AGM shall be voted on by poll.
2. The Shareholders who are entitled to attend, speak and (subject to any applicable requirement of the Listing Rules to abstain from voting on any relevant resolution) vote at the AGM are those whose names appear as members of the Company on the register of members of the Company on Monday, 2 November 2026. In order to determine the Shareholders who are so entitled, the register of members of the Company will be closed from Wednesday, 28 October 2026 to Monday, 2 November 2026, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining the Shareholders entitled to attend, speak and (subject to any applicable requirements referred to above) vote at the AGM. In order to be eligible to attend, speak and (subject to any applicable requirements referred to above) vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 27 October 2026.
3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy is so appointed shall be specified in the appointment of the proxy.
4. The form of proxy must be signed by the Shareholder or by an authorised person appointed by the Shareholder in writing. If the Shareholder is a legal person, it must be stamped with the seal of the legal person or signed by a director or duly authorised attorney. If the form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be), and in such event the form of proxy shall be deemed to be revoked.
6. Shareholders and their proxies are required to produce identity proof when attending the AGM (and any adjournment hereof).
7. The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the AGM are responsible for their own transportation and accommodation expenses.
8. All times refer to Hong Kong local time, except as otherwise stated.

As at the date of this notice, the executive Directors are Mr. Wang Haojin, Mr. Lin Shan, Ms. Wang Xinye, Ms. Ji Shilin and Mr. Gao Qi; the non-executive Director is Mr. Qiu Jianqiang; and the independent non-executive Directors are Mr. Huang Xuexian, Mr. Chen Xinhe and Mr. Li Shun Fai.