
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **Tian Tu Capital Co., Ltd.**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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TiantuCapital  天图投资

—— 专注消费品投资 1973.HK ——

Tian Tu Capital Co., Ltd.

深圳市天图投资管理股份有限公司

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

(Stock Code: 1973)

**(1) APPOINTMENT OF INTERNATIONAL AUDITOR;
AND
(2) NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

The EGM will be held at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on January 19, 2024 at 11:00 a.m.. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form and reply slip for use in connection with the EGM are enclosed herewith. The proxy form and reply slip are also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (www.tiantucapital.com).

Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if you so wish and in such event, the proxy form shall be deemed to be revoked.

January 3, 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Audit Committee”	audit committee of the Board
“Board”	the board of the Directors
“Company”	Tian Tu Capital Co., Ltd.* (深圳市天圖投資管理股份有限公司), a joint stock limited company incorporated in the PRC with limited liability whose H Shares are listed on the Main Board of the Stock Exchange and whose Unlisted Shares are quoted on the NEEQ
“Deloitte”	Deloitte Touche Tohmatsu
“Director(s)”	director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on January 19, 2024 at 11:00 a.m.
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“NEEQ”	the National Equities Exchange and Quotations Co., Ltd.
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	the ordinary shares of the Company, including Unlisted Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* For identification purpose only

DEFINITIONS

“Unlisted Share(s)” ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are quoted on the NEEQ

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

(Stock Code: 1973)

Executive Directors:

Mr. Wang Yonghua
Mr. Feng Weidong
Ms. Zou Yunli
Mr. Li Xiaoyi

Non-executive Directors:

Mr. Li Lan
Mr. Dai Yongbo

Independent Non-executive Directors:

Mr. Liu Pingchun
Mr. Diao Yang
Mr. Tsai Lieh (alias. Tsai Leo)

Registered office:

Unit 05, 43/F
Shenzhen Metro Real Estate Building
Shennan Avenue
Tian'an Community
Shatou Street
Futian District
Shenzhen
PRC

***Headquarters and principal place of
business in the PRC:***

23/F-2/3, Tower 1, Building B,
Intelligence Plaza
4068 Qiaoxiang Road
Nanshan District
Shenzhen
PRC

Principal place of business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

January 3, 2024

To the Shareholders

Dear Sir or Madam,

**(1) APPOINTMENT OF INTERNATIONAL AUDITOR;
AND
(2) NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the Company's announcement dated December 29, 2023 in relation to, among others, the proposed appointment of international auditor of the Company. The purpose of this circular is to issue the notice of the EGM and to provide all reasonably necessary information for you to enable you to make an informed decision as to the resolution to be proposed at the EGM.

II. MATTERS TO BE DEALT WITH AT THE EGM

At the EGM, an ordinary resolution will be proposed to approve the proposed appointment of Deloitte as international auditor of the Company pursuant to the requirement under the Articles of Association.

Deloitte has provided auditing services for the Company in connection with the listing of the H Shares on the Stock Exchange, the term of office of which expired upon the listing of the H Shares. The Board, with the recommendation from the Audit Committee, has resolved to propose the appointment of Deloitte as the international auditor of the Company to hold office until the conclusion of the 2023 annual general meeting of the Company in connection with annual audit of the Company for the year ended December 31, 2023, subject to the approval of the Shareholders at the EGM. The Audit Committee has considered various factors when appointing Deloitte as the international auditor of the Company for its annual audit for the year ended December 31, 2023, including, among others, (i) Deloitte's familiarity with the Company given that it has previously provided audit services to the Company prior to the listing of the H Shares; and (ii) that the team members of Deloitte have extensive experience in auditing Hong Kong listed companies and Deloitte has sufficient and appropriate resources and manpower to achieve audit quality. Based on the above, the Board is of the view that the competence and capability of Deloitte enables it to perform high quality audit work for the Company.

Deloitte has confirmed that there are no circumstances in connection with its appointment as the international auditor of the Company that need to be brought to the attention of the Shareholders and the creditors of the Company. The Board has also confirmed that they are not aware of any matter in connection with the proposed appointment of the international auditor that needs to be brought to the attention of the Shareholders.

III. EGM

The EGM will be held at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on January 19, 2024 at 11:00 a.m.. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or

LETTER FROM THE BOARD

any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if you so wish and in such event, the proxy form shall be deemed to be revoked.

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the holders of H Shares who are entitled to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Tuesday, January 16, 2024 to Friday, January 19, 2024, both dates inclusive, during which period no transfers of H Shares will be effected. In order to qualify to attend and vote at the EGM, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of the H Shares with the Company's H Share registrar in respect of H Shares, namely, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, January 15, 2024.

V. VOTING

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at a general meeting must be taken by poll.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

VI. RECOMMENDATION

The Directors are of the view that the proposed resolution at the EGM is fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Tian Tu Capital Co., Ltd.
(深圳市天圖投資管理股份有限公司)
Mr. Wang Yonghua
Chairman and Executive Director

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NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “**EGM**”) of Tian Tu Capital Co., Ltd. (深圳市天圖投資管理股份有限公司) (the “**Company**”) will be held at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on January 19, 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To appoint Deloitte Touche Tohmatsu as the international auditor of the Company and authorise the board of directors of the Company to determine its remuneration.

By Order of the Board
Tian Tu Capital Co., Ltd.
(深圳市天圖投資管理股份有限公司)
Wang Yonghua
Chairman and Executive Director

Shenzhen, the PRC
January 3, 2024

As at the date of this notice, the Board comprises Mr. Wang Yonghua, Mr. Feng Weidong, Ms. Zou Yunli and Mr. Li Xiaoyi as executive Directors; Mr. Li Lan and Mr. Dai Yongbo as non-executive Directors; and Mr. Liu Pingchun, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive Directors.

NOTICE OF EGM

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at www.tiantucapital.com and the Stock Exchange at www.hkexnews.hk after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares), at least 24 hours before the EGM (i.e. before 11:00 a.m. on January 18, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares who are entitled to attend the EGM, the H share register of members of the Company will be closed from Tuesday, January 16, 2024 to Friday, January 19, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, January 15, 2024 for registration.
5. Where there are joint registered 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/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. A shareholder or his/her proxy should produce proof of identity when attending the EGM.
7. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders may contact the Company at +86 15817477702 or wangfengxiang@tiantu.com.cn for any enquiries in respect of the EGM.