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Tian Tu Capital Co., Ltd.

深圳市天圖投資管理股份有限公司

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

(Stock Code: 1973)

INSIDE INFORMATION SETTLEMENT OF ARBITRATION PROCEEDINGS

This announcement is made by Tian Tu Capital Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

THE SETTLEMENT AGREEMENT

Reference is made to the Company’s prospectus dated September 25, 2023 in relation to, among others, the arbitration proceedings (the “**Arbitration Proceedings**”) initiated by Hangzhou Enniu Network Technology Co., Ltd. (杭州恩牛網絡技術有限公司, the “**Applicant**”, a subsidiary of 51 Credit Card Inc. (stock code: 2051) “**51 Credit Card**”) with the Hangzhou Arbitration Commission against, among others, the Company and Tianjin Tiantu Xinghua Equity Investment Partnership (Limited Partnership) (天津天圖興華股權投資合夥企業(有限合夥), “**Tianjin Tiantu Xinghua**”, a wholly-owned subsidiary of the Company) regarding their sale of an aggregate of approximately 19.12% equity interest (the “**Equity Sale**”) in Beijing Shouhui Kaizhuo Technology Company Limited (“**Shouhui Kaizhuo**”) to the Applicant at the aggregate consideration of approximately RMB176.73 million pursuant to an acquisition agreement dated April 1, 2017. The Company announces that on March 1, 2024 (after trading hours), the Company and Tianjin Tiantu Xinghua entered into a conditional settlement agreement (the “**Settlement**

Agreement”) with the Applicant pursuant to which the parties therein (the “**Settling Parties**”) agree to settle the Arbitration Proceedings, the summary of the key terms to the Settlement Agreement is as follows:

1. Notwithstanding whether the Hangzhou Arbitration Commission agrees to the withdrawal application to be made by the Applicant pursuant to the Settlement Agreement or any decisions that may be made by the Hangzhou Arbitration Commission in relation to the disputes, or whether the Applicant agrees or settles with the remaining parties involved in the Arbitration Proceedings, the Settling Parties agree that the Settlement Agreement constitutes a final settlement of the disputes among the Settling Parties in connection with the subject matter of the Arbitration Proceedings, and the Settling Parties shall not have any claim against the other Settling Parties in connection with the contracts to which the Equity Sale relates;
2. The Company and Tianjin Tiantu Xinghua will continue to hold the approximately 6.0% and 13.12% equity interests in Shouhui Kaizhou, respectively, which is currently registered under their respective names, as nominee for and on behalf of the relevant member of 51 Credit Card in accordance with the terms of the existing nominee agreement; and
3. The Company and Tianjin Tiantu Xinghua agree with the Applicant to waive and reduce the consideration for the Equity Sale from the aggregate amount of approximately RMB176.73 million to approximately RMB101.73 million. As the Applicant has previously paid the aggregate consideration of approximately RMB176.73 million to the Company and Tianjin Tiantu Xinghua in connection with the Equity Sale, the amount of RMB75.00 million (the “**Deducted Consideration**”), as to approximately RMB30.18 million by the Company and as to approximately RMB44.82 million by Tianjin Tiantu Xinghua, will be paid back to the Applicant within 30 business days after the later of (i) the satisfaction of the Condition Precedent (as defined below); (ii) the date on which the Hangzhou Arbitration Commission approves the Applicant’s withdrawal application; and (iii) (if such withdrawal application is not accepted by the Hangzhou Arbitration Commission) the date on which the Hangzhou Arbitration Commission makes its arbitral award in connection with the Arbitration Proceedings.

The Deducted Consideration repayable by the Company and Tianjin Tiantu Xinghua in connection with the Settlement Agreement, will be settled by cash or by any other means of settlement as the Settling Parties may agree.

The Settling Parties have further agreed that, within 10 business days of signing the Settlement Agreement, the Applicant shall apply to the Hangzhou Arbitration Commission to withdraw its claims against the Company and Tianjin Tiantu Xinghua in the Arbitration Proceedings. Within 10 business days of receiving the documents relating to the forgoing withdrawal application the Company and Tianjin Tiantu Xinghua shall apply to the Hangzhou Arbitration Commission to withdraw their

respective counterclaims against the Applicant. If the Applicant fails to make the requisite withdrawal application in accordance with the Settlement Agreement, the Applicant shall pay a compensation of RMB5.00 million to the Company and Tianjin Tiantu Xinghua, and we have no obligation to refund the Deducted Consideration to the Applicant. If the Company and Tianjin Tiantu Xinghua fail to make the requisite withdrawal application in accordance with the Settlement Agreement, the Company and Tianjin Tiantu Xinghua will need to pay the Applicant a compensation of RMB5.00 million.

The Applicant is primarily engaged in the development and operation of applications in the People's Republic of China (the "PRC") and is a wholly-owned subsidiary of 51 Credit Card, a company incorporated in the Cayman Islands and listed on the Main Board of the Stock Exchange. It is primary engaged in the provision of financial technology services and SaaS services in the PRC. As the Company is a substantial shareholder (as defined in the Listing Rules) of 51 Credit Card, the Settlement Agreement and the transaction contemplated therein constitute a connected transaction (as defined in the Listing Rules) of 51 Credit Card and is therefore subject to the independent shareholders' approval of 51 Credit Card (the "**Condition Precedent**").

Pursuant to the Settlement Agreement, the consummation of the settlement shall be a one-time and final conclusion to all disputes amongst the Settling Parties in connection with the Equity Sale, and neither Settling Party shall have any rights to bring forward any further actions or claims in connection with the transaction documents underlying the Equity Sale.

REASONS FOR AND BENEFITS OF THE SETTLEMENT AGREEMENT

The Group has entered into the Settlement Agreement having reviewed the materials exchanged by the parties in the course of the Arbitration Proceedings and based on arm's length negotiations with the Applicant taken into account factors including, among others, (1) the advice from the Group's PRC legal adviser for the Arbitration Proceedings, including the prospects and strength of the Group's case in the Arbitration Proceedings, the Applicant's demand of a refund of the entire consideration amount of approximately RMB176.73 million and the Group's possible financial exposures; (2) the certainty and finality of the settlement arrangement, as well as the ability to retain an amicable relationship with the Applicant and 51 Credit Card; and (3) the costs, time and attention of the Group's management team and other opportunity costs in continuing to pursue the Arbitration Proceedings which can be better allocated elsewhere by the settlement of the Arbitration Proceedings.

The Group further notes that as of the date of this announcement, 51 Credit Card has payable due to the Group in excess of the Deducted Consideration payable by the Group. Subject to the Condition Precedent being fulfilled, the Group will work with 51 Credit Card to settle the Deducted Consideration payable by the Group, having regard to the existing payables between 51 Credit Card and the Group.

The Directors are therefore of the view that the terms of the Settlement Agreement are in the interests of the Company and the Shareholders as a whole and would not have a material adverse impact on the operations of the Group.

Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company.

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

Shenzhen, the PRC
March 1, 2024

As at the date of this announcement, the board of directors of the Company 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.

** The English translation of the Chinese names in this announcement is included for reference only.*