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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)

DISCLOSURE UNDER RULE 13.17 OF THE LISTING RULES

The announcement is made by Tian Tu Capital Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 13.17 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

On May 5, 2022, the Company issued two corporate bonds with a principal amount of RMB200 million (abbreviation: 22Tiantu01) and RMB300 million (abbreviation: 22Tiantu02, together with 22Tiantu01, the "**2022 First Corporate Bonds**"), respectively. The two corporate bonds with a coupon rate of 4.27% per annum (adjusted to 3.50% at the end of the second anniversary) and 4.99% per annum (to be adjusted at the end of the third anniversary) are expected to mature on May 5, 2025 and May 5, 2027, respectively. The 2022 First Corporate Bonds were guaranteed by Shenzhen Credit Guarantee and Enhancement Financing Guarantee Co., Ltd., (深圳市深擔增信融資擔保有限公司, "**Shenzhen Guarantee**"), and in turn Shenzhen Guarantee has obtained counter-guarantees from the Company and other parties including but not limited to pledges of certain equity securities of unlisted companies held by the Group as well as other assets and guarantee from Shenzhen Tiantu Venture Capital Co., Ltd. (深圳市天圖創業投資有限公司, an entity controlled by Mr. Wang Yonghua) and other third parties to secure its guarantee obligations.

Mr. Wang Yonghua, being a controlling shareholder of the Company, chairman of the board of directors and an executive director of the Company has entered into a share charge agreement with Shenzhen Guarantee on October 23, 2024 (the "**Second Share Charge Agreement**"), charging 103,954,622 unlisted shares of the Company (representing approximately 20% of the Company's unlisted shares, or 15% of the Company's total issued shares as at the date of this announcement) in favor of Shenzhen Guarantee as security of Shenzhen Guarantee's guarantee obligations in connection with possible releases of certain assets provided to Shenzhen Guarantee to secure its guarantee obligations under the 2022 First Corporate Bonds. Prior to the execution of the Second Share Charge Agreement, Mr. Wang Yonghua had charged an aggregate of 1,838,887 unlisted shares of the Company, representing approximately 0.27% of the total issued shares of the Company in favor of China Securities Credit Financing Guarantee Co., Ltd. (中證信用融資擔保有限公司, "**China SFG**") as security in favor of China SFG's guarantee obligations in relation to the 2022 Second Corporate Bonds. The Second Share Charge Agreement, entered into by Mr. Wang Yonghua (a connected person of the Company), to provide financial assistance to the Group constitute connected transaction of the Company under Chapter 14A of the Listing Rules. It is fully exempted from the reporting, announcement and independent shareholders' approval requirement pursuant to Rule 14A.90 of the Listing Rules as it was conducted on normal commercial terms (or better to the Company) and was not secured by any asset of the Group.

The share charge of unlisted shares held by Mr. Wang Yonghua is in the commercial interests of the Company and will not affect the free float of the Company's H shares.

The Company will make continuing disclosures in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the disclosure obligations under Rule 13.17 of the Listing Rules continue to exist.

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,
October 23, 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. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive directors.