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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 October 19, 2022, the Company issued corporate bond with a coupon rate of 5% per annum and a principal amount of RMB500 million, the corporate bond is expected to mature on October 19, 2025 (abbreviation: 22Tiantu03, the "**2022 Second Corporate Bonds**"). The 2022 Second Corporate Bonds were guaranteed by China Securities Credit Financing Guarantee Co., Ltd. (中證信用融資擔保有限公司, "**China SFG**"), and in turn China SFG has obtained counter-guarantees from the Company including but not limited to pledges of certain equity securities of unlisted companies held by the Group to secure its guarantee obligations. On May 28, 2024, the Company announced that Mr. Wang Yonghua, being a controlling shareholder of the Company, chairman of the board of directors and an executive director of the Company entered into a share charge agreement with China SFG charging 1,838,887 unlisted shares of the Company as security in favor of China SFG's guarantee obligations.

Mr. Wang Yonghua has entered into a share charge agreement with China SFG on November 12, 2024 (the "**Third Share Charge Agreement**"), charging an additional 103,376,491 unlisted shares of the Company (representing approximately 19.89% of the Company's unlisted shares, or 14.92% of the total issued shares of the Company as at the date of this announcement), in favor of China SFG as security in favor of China SFG's guarantee obligations in relation to the 2022 Second Corporate Bonds. Prior to the execution of the Third Share Charge Agreement, Mr. Wang Yonghua had charged an aggregate of 105,793,509 unlisted shares of the Company, representing approximately 20.35% of the Company's unlisted shares, or 15.27% of the total issued shares of the Company in favor of (i) China SFG as security in favor of China SFG's guarantee obligations in relation to the 2022 Second Corporate Bonds and (ii) 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**") as security in favor of Shenzhen Guarantee's guarantee obligations in relation to the two corporate bonds issued by the Company on May 5, 2022 with a principal amount of RMB200 million (abbreviation: 22Tiantu01) and RMB300 million, respectively (abbreviation: 22 Tiantu02, together with 22Tiantu01, the "**2022 First Corporate Bonds**").

The Third 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,
November 12, 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.