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TiantuCapital  天图投资

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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)

**(1) RESIGNATION OF NON-EXECUTIVE DIRECTOR;
(2) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
AND
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The board (“**Board**”) of directors (the “**Directors**”) of Tian Tu Capital Co., Ltd. (深圳市天圖投資管理股份有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the following changes in the composition of the Board and certain Board committees:

RESIGNATION OF NON-EXECUTIVE DIRECTOR

On December 9, 2024, Mr. Dai Yongbo (代永波) (“**Mr. Dai**”) submitted his resignation request as a non-executive Director and a member of the audit committee of the Board due to his personal work arrangement, his resignation will take effect upon the appointment of a new non-executive Director to fill the vacancy. Mr. Dai has confirmed that he has no disagreement in any respect with the Board and that there is no matter in respect of his resignation which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board hereby expresses its gratitude to Mr. Dai for his valuable efforts and contributions to the Group during his tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Yao Jiawen (姚嘉雯) (“**Ms. Yao**”) has been nominated as a candidate of the non-executive Director, which shall be subject to the consideration and approval at the upcoming extraordinary general meeting (the “**EGM**”) of the Company. If the proposed appointment is approved, Ms. Yao shall hold her office from the date of the EGM until the expiry of the term of the third session of the Board. The biographical details of Ms. Yao are set out as below:

Ms. Yao, aged 32, has extensive experience in the business management industry. Ms. Yao has been serving as a business director at Country Garden Venture Capital (深圳市碧桂園創新投資有限公司) since December 2020 and a supervisor at Inner Mongolia Saifeiya Agricultural Science and Technology Development Co., Ltd (內蒙古塞飛亞農業科技發展股份有限公司) since December 2023. From April 2017 to November 2020, Ms. Yao worked as a lawyer at Beijing Junhe Law Firm (北京市君合律師事務所). Ms. Yao obtained her dual Bachelor’s degrees in Law and Finance from Zhongnan University of Economics and Law (中南財經政法大學) in June 2014. She further obtained a Juris Doctor (J.D.) degree from City University of Hong Kong (香港城市大學) in February 2017. She received her legal professional qualification certificate issued by the Ministry of Justice of the People’s Republic of China in August 2014 and obtained her lawyer’s practice certificate in March 2019.

In addition, the Company will consider, among others, the following resolution at the EGM:

Subject to the approval by the Shareholders of her appointment, the Company will enter into a service contract with Ms. Yao. At the expiry of current term of office, the term is renewable upon re-election. According to the criteria for the remuneration of Directors as determined at the 2023 annual general meeting of the Company, the proposed fixed remuneration shall be HK\$300,000 per year (or its equivalent in RMB, before tax), which was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to her role, qualification, level of experience, the contribution to be made by her to the Company.

Save as disclosed above, Ms. Yao confirmed that (i) she did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) she does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) she does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

Save as disclosed above, the Company considers that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and there is no other matter that needs to be brought to the attention to the Shareholders. Ms. Yao has obtained legal advice referred to under Rule 3.09D of the Listing Rules and understood her obligations as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

CHANGES IN COMPOSITION OF THE BOARD COMMITTEE

The Board further announces that subject to the approval of her appointment as a non-executive Director at the EGM, Ms. Yao has also been nominated as a member of the audit committee of the Board, with effect from the approval of her appointment as a non-executive Director at the EGM until the expiry of the term of the third session of the Board.

EGM AND BOOK CLOSURE PERIOD

The EGM will be held for the purpose of considering, among others, the proposed appointment of Ms. Yao as a non-executive Director. For the purpose of determining the entitlements of the Shareholders of the Company to attend and vote at the EGM, the register of members will be closed from Tuesday, December 24, 2024 to Monday, December 30, 2024, both days inclusive, during which period no transfer of shares will be registered.

In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H shares registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company), or the office of the Company in the PRC at Floor 23–2F, Tower 1, Building B, Intelligence Plaza, No. 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of unlisted shares of the Company) no later than 4:30 p.m. on Monday, December 23, 2024.

The Company will make available on websites of the Company and the Stock Exchange the circular and the notice of the EGM in due course.

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,
December 9, 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.

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