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If you have sold or transferred all your shares in **Tian Tu Capital Co., Ltd.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser of transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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)

**PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF 2024 FOURTH EXTRAORDINARY GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as defined in this circular.

The Company will convene and held the EGM at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on Monday, December 30, 2024 at 11:00 a.m. The notice of which is set out on pages EGM-1 to EGM-2 of this circular. The proxy form for use at the EGM are enclosed herein, which were also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.tiantucapital.com).

If you intend to attend the EGM by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be) (which is 11:00 a.m. on Sunday, December 29, 2024 (or other date in the event of 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 if you so wish. Reference to times and dates in this circular are to Hong Kong local times and dates.

December 9, 2024

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DEFINITIONS

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

“Board” or “Board of Directors”	the board of Directors of the Company
“China” or the “PRC”	the People’s Republic of China, which, for the purpose of this circular, shall exclude Hong Kong, the Macao Special Administrative Region and Taiwan
“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 National Equities Exchange and Quotations
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 fourth extraordinary general meeting of the Company to be held in connection with the matters set out in this circular
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	overseas listed foreign ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange
“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
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising the Unlisted Shares and the H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 National Equities Exchange and Quotations

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(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. Wang Shilin
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

December 9, 2024

To the Shareholders:

Dear Sir/Madam,

PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

I. INTRODUCTION

The EGM will be convened and held at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on Monday, December 30, 2024 at 11:00 a.m., the notice of which is set out on pages EGM-1 to EGM-2 of this circular.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information reasonably necessary of relevant resolutions to be considered at the EGM, so as to enable you to make an informed decision on whether to vote for or against such resolutions.

II. MATTER TO BE RESOLVED AT THE EGM

The resolution to be proposed at the EGM for the Shareholders' consideration and approval by way of ordinary resolution relates to proposed appointment of a non-executive Director.

Details of the matter to be resolved at the EGM are set out in the notice of the EGM on pages EGM-1 to EGM-2 of this circular. To enable a better understanding of the resolution to be proposed at the EGM and for you to make an informed decisions with sufficient and necessary information, we are providing the following particulars in this circular.

ORDINARY RESOLUTION

(1) Proposed appointment of a non-executive Director

Reference is made to the Company's announcement dated December 9, 2024 in relation to the resignation of non-executive Director and the proposed appointment of non-executive Director and changes in the composition of Board committee. Mr. Dai Yongbo's (代永波, "Mr. Dai") has tendered his resignation to the Company in respect of his positions as a non-executive Director and a member of the audit committee of the Board, his resignation will take effect upon the appointment of a new non-executive Director to fill the vacancy. Ms. Yao Jiawen (姚嘉雯, "Ms. Yao") has been nominated as a candidate of the non-executive Director. If the proposed appointment has been approved, the term of office of Ms. Yao will be effective from the date of the EGM until the expiry of the term of the third session of the Board. Upon expiry of such term of office, the term of office of Ms. Yao as a non-executive Director is renewable upon re-election.

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.

LETTER FROM THE BOARD

Subject to the approval by the Shareholders of her appointment, the Company will enter into a service contract with Ms. Yao and her term of office shall be effective from the date of the EGM and end on the expiry of the third session of the Board. At the expiry of such term of office, the term is renewable upon re-election. 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. Ms. Yao will also be nominated as a member of the audit committee, subject to 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.

Saved 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.

III. THE EGM

The notice convening the EGM at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan, District, Shenzhen, the PRC on Monday, December 30, 2024 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 in this circular. For the purpose of determining the H Shareholders entitled to attend and vote at the EGM, the register of members of H Shares will be closed from Tuesday, December 24, 2024 to Monday, December 30, 2024 (both days inclusive). H Shareholders and Unlisted Shareholders whose names appear on the register of members of the Company on Monday, December 30, 2024 are entitled to attend and vote at the EGM. In order to qualify for the entitlement to attend and vote at the above EGM, H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Monday, December 23, 2024.

The proxy form for use at the EGM is enclosed in this circular and published on the website of the Stock Exchange (www.hkexnews.hk).

LETTER FROM THE BOARD

If you intend to attend the EGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the EGM by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's office at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of Unlisted Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. Sunday, December 29, 2024 at 11:00 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, and will not preclude you from viewing and listening to the EGM online if you so wish.

IV. RECOMMENDATIONS

The Directors are of the opinion that, the resolution as set out in the notice of the EGM for Shareholders' consideration and approval is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM.

V. MISCELLANEOUS

Unless otherwise provided herein, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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 2024 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 fourth extraordinary general meeting (the “EGM”) of Tian Tu Capital Co., Ltd. (the “**Company**”) will be held at 23/F-2, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on Monday, December 30, 2024 at 11:00 a.m. for the purpose of considering and, if though fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated December 9, 2024.

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Ms. Yao Jiawen (姚嘉雯) as a non-executive Director of the Company and her nomination to the audit committee of the board of Directors.

By Order of the Board
Tian Tu Capital Co., Ltd.
(深圳市天图投资管理股份有限公司)
Mr. Wang Yonghua
Chairman and Executive Director

Shenzhen, the PRC,
December 9, 2024

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 Listing Rules. 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.

NOTICE OF 2024 FOURTH EXTRAORDINARY GENERAL MEETING

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 Sunday, December 29, 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, December 24, 2024 to Monday, December 30, 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 Tuesday, July 23, 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. The EGM is expected to last for no more than half a business day. Shareholders and proxies attending the meeting shall be responsible for their own travel and accommodation expenses.
8. 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.