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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON MAY 23, 2025;
(2) ELECTION OF THE FOURTH SESSION OF THE BOARD,
APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND
CHANGES IN COMPOSITION OF THE BOARD COMMITTEES;
(3) ELECTION OF THE FOURTH SESSION OF
THE SUPERVISORY COMMITTEE**

Reference is made to the circular (the “**AGM Circular**”) of Tian Tu Capital Co., Ltd. (the “**Company**”) and the notice of the annual general meeting (the “**AGM Notice**”) both dated April 30, 2025. Capitalized terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the AGM Notice unless the context requires otherwise.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held at the Company’s Conference Room, Unit 05, 43/F Shenzhen Metro Real Estate Building, Shennan Avenue, Shatou Street, Futian District, Shenzhen, the PRC on May 23, 2025. The poll results of all the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the resolution on the 2024 report of the Board.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
2.	To consider and approve the resolution on the 2024 report of the Supervisory Committee.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
3.	To consider and adopt the resolution on the 2024 Annual Report (H share) of the Company.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
4.	To consider and adopt the resolution on the 2024 Annual Report and its summary (NEEQ).	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
5.	To consider and approve the resolution of the 2024 work report of the independent non-executive directors.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
6.	To consider and approve the 2024 annual financial report of the Company.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
7.	To consider and approve the 2024 profit distribution plan to not make any profit distribution.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
8.	To consider and approve the Projected 2025 Ordinary Related Party Transactions.	37,390,039 (73.94%)	13,178,721 (26.06%)	0 (0.00%)
9.	To consider and approve the re-election and appointment of the fourth session of the Board.			
9.1	the re-election of Mr. Wang Yonghua as an executive Director;	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.2	the re-election of Mr. Feng Weidong as an executive Director;	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.3	the re-election of Ms. Zou Yunli as an executive Director;	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.4	the appointment of Mr. Wang Shisheng as a non-executive Director;	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.5	the re-election of Mr. Li Lan as a non-executive Director;	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.6	the re-election of Ms. Yao Jiawen as a non-executive Director;	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.7	the re-election of Mr. Wang Shilin as an independent non-executive Director;	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.8	the re-election of Mr. Diao Yang as an independent non-executive Director; and	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
9.9	the re-election of Mr. Tsai Lieh as an independent non-executive Director	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
10.	To consider and approve the re-election and appointment of shareholders' representative supervisors of the fourth session of the supervisory committee.			
10.1	the re-election of Mr. Li Kanglin as the shareholders' representative Supervisor; and	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
10.2	the appointment of Mr. Di Zhe as the shareholders' representative Supervisor.	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)
11.	To determine the allowances for non-executive directors during the term of office.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
12.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the external international auditors of the Company and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the external domestic auditor of the Company for 2025 with a term of one year, and to authorize the Board to determine the specific matters, including but not limited to fix their remunerations, in relation to such appointment.	277,816,980 (100.00%)	0 (0.00%)	0 (0.00%)

SPECIAL RESOLUTIONS		FOR	AGAINST	ABSTAIN
13.	To consider and approve the proposed issuance by the Company of corporate credit bonds with a total amount not exceeding RMB500 million (inclusive of RMB500 million) under the framework set out in the circular issued by the Company on April 30, 2025;	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
14.	To consider and approve the board (the “ Board ”) of directors (the “ Directors ”) of the Company be and is hereby authorized to handle relevant matters with absolute discretion to the extent permitted under the relevant laws and regulations.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)
15.	To consider and approve: (a) the issuance by the Company of medium-term notes with a total amount not exceeding RMB200 million (inclusive of RMB200 million) under the framework set out in the Company’s circular dated on April 30, 2025; (b) the Board of the Company is hereby authorized to fully handle matters relating to the issuance of the Medium-term Notes, within the scope permitted by applicable laws and regulations.	264,638,259 (95.26%)	13,178,721 (4.74%)	0 (0.00%)

Notes:

- (a) The number of the Shares and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorized corporate representative or by proxy.
- (b) All percentages are rounded up to two decimal places.
- (c) Shareholders of the Company who are considered as materially interested in the relevant resolution (being Mr. Wang Yonghua, Shenzhen Tiantu Xingzhi Investment Enterprise (Limited Partnership) (深圳天圖興智投資企業 (有限合夥)) and Shenzhen Tiantu Xinghe Investment Enterprise (Limited Partnership) (深圳天圖興和投資企業 (有限合夥))) recused themselves from voting on the relevant resolutions and did not cast a vote on the resolution no. 8.

As at the date of the AGM, the total number of issued Shares was 693,031,110 Shares, comprising 173,258,000 H Shares and 519,773,110 Unlisted Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the resolutions proposed at the AGM. Shareholders and their proxies who attended the AGM held a total of 277,816,980 Shares with voting rights, representing approximately 40.09% of the total number of Shares with voting rights as at the date of the AGM.

There were no shares entitling any Shareholder to attend and abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. Pursuant to Rule 17.05A of the Listing Rules, the trustee holding unvested shares of a share scheme, whether directly or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. Other than the trustee of the Company's share incentive scheme who did not exercise the voting rights attached to 960,800 H Shares held by it, no other Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM.

The Company's H share registrar, Tricor Investor Services Limited, acted as the scrutineer at the AGM for the purpose of vote-taking.

The AGM was convened by the Board and chaired by Mr. Wang Yonghua, the chairman of the Board. The Directors, namely, Mr. Wang Yonghua, Mr. Feng Weidong, Ms. Zou Yunli, Mr. Li Lan, Ms. Yao Jiawen, Mr. Wang Shilin and Mr. Tsai Lieh attended the AGM in person or by electronics means. Mr. Li Xiaoyi and Mr. Diao Yang were unable to attend the AGM due to their business engagements.

As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 12, such resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes were cast in favour of the resolutions numbered 13 to 15, such resolutions were duly passed as special resolutions.

ELECTION OF THE FOURTH SESSION OF THE BOARD, APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

Reference is made to the Company's announcement dated April 30, 2025 regarding (1) Proposed Appointment of Director; and (2) Proposed Changes in Composition of Board Committees.

The Board hereby announces that with effect from the conclusion of the AGM, Mr. Wang Shisheng has been appointed as a non-executive Director following the approval of the fourth session of the Board as detailed in resolution numbered 9 at the AGM with effect from May 23, 2025. The fourth session of the Board comprises Mr. Wang Yonghua, Mr. Feng Weidong and Ms. Zou Yunli as executive Directors, Mr. Wang Shisheng, Mr. Li Lan and Ms. Yao Jiawen as non-executive Directors, and Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh as independent non-executive Directors. All the Directors will hold office for a term of three years commencing from the date of approval at the AGM.

The Board is pleased to announce that immediately following the AGM, Mr. Wang Yonghua was unanimously elected by the Board as the chairman of the fourth session of the Board. His term of office would be consistent with the term of office of his directorship.

Biographical details and information of the Directors as disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in the AGM Circular and remain as effective and valid up to the date of this announcement.

The Company hereby welcomes Mr. Wang Shisheng to join the Board as a non-executive Director.

Furthermore, upon approval and re-election of the fourth session of the Board as detailed in resolution numbered 9 at the AGM, (i) Mr. Wang Yonghua ceased to be the chairman and a member of the nomination committee of the Company (the “**Nomination Committee**”) and Ms. Zou Yunli has been appointed as a member, with Mr. Wang Shilin appointed as the chairman of the Nomination Committee; and (ii) Mr. Wang Shilin also ceased to be the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and Mr. Diao Yang became the chairman of the Remuneration Committee.

ELECTION OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE

Upon approval by the Shareholders at the AGM, the Board is pleased to announce that Mr. Li Kanglin was re-elected as a shareholders’ representative Supervisor and Mr. Di Zhe has been appointed as a shareholders’ representative Supervisor, who will serve in the supervisory committee of the Company along with Ms. Zhang Huimin, the employee representative Supervisor. They will hold office for a term of three (3) years commencing from the date of approval at the AGM. The biographical details and information of Mr. Li Kanglin and Mr. Di Zhe are set out in the AGM Circular and remain as effective and valid up to the date of this announcement.

The Board is pleased to announce that immediately following the AGM, Mr. Li Kanglin was unanimously elected by the fourth session of the supervisory committee as its chairman. His term of office would be consistent with the term of office of his position of supervisor.

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)
Wang Yonghua
Chairman and Executive Director

Shenzhen, PRC, May 23, 2025

As at the date of this announcement, the Board of the Company comprises Mr. Wang Yonghua, Mr. Feng Weidong and Ms. Zou Yunli as executive Directors, Mr. Wang Shisheng, Mr. Li Lan and Ms. Yao Jiawen as non-executive Directors, Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive Directors.