
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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)

- (1) 2025 ANNUAL DIRECTORS' REPORT;**
 - (2) 2025 ANNUAL WORK REPORT OF INDEPENDENT DIRECTORS;**
 - (3) 2025 ANNUAL REPORT (H SHARE);**
 - (4) 2025 ANNUAL REPORT AND ITS SUMMARY (NEEQ);**
 - (5) 2025 ANNUAL FINANCIAL REPORT;**
 - (6) 2025 PROFIT DISTRIBUTION PLAN OF THE COMPANY;**
 - (7) RESOLUTION ON PROJECTED 2026 ORDINARY RELATED TRANSACTIONS;**
 - (8) RESOLUTION ON ALLOWANCES FOR EXTERNAL DIRECTORS DURING THE TERM OF OFFICE;**
- AND**
- (9) RESOLUTION ON APPOINTMENT OF AUDITOR OF THE COMPANY FOR 2026**

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

The Company will convene and held the AGM at the Company's Conference Room, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Shatou Street, Futian District, Shenzhen on Tuesday, May 26, 2026 at 9:30 a.m. the notice of which is set out on pages AGM-1 to AGM-2 of this circular. The proxy form for use at the AGM are enclosed herein, which were also published on the website of the Stock Exchange (www.hkexnews.hk).

If you intend to attend the AGM 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 AGM or any adjournment thereof (as the case may be) (which is 9:30 a.m. on Monday, May 25, 2026 (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 AGM or any adjournment thereof if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

April 29, 2026

DEFINITIONS

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

“2025 Annual Report”	the annual report of the Group for the year ended December 31, 2025
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, May 26, 2026
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“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 NEEQ
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas listed foreign ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“H Shareholder(s)”	the holder(s) of the H Shares
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 29, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“NEEQ”	the National Equities Exchange and Quotations Co., Ltd.

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising the Unlisted Shares and the H Shares
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“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 NEEQ
“Unlisted Shareholder(s)”	the holder(s) of the Unlisted Shares

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)

Executive Directors:

Mr. Wang Yonghua
Mr. Feng Weidong
Ms. Zou Yunli

Non-executive Directors:

Mr. Wang Shisheng
Mr. Li Lan
Ms. Yao Jiawen

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:

Room 1928, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

April 29, 2026

To the Shareholders

Dear Sir/Madam,

- (1) 2025 ANNUAL DIRECTORS' REPORT;**
- (2) 2025 ANNUAL WORK REPORT OF INDEPENDENT DIRECTORS;**
- (3) 2025 ANNUAL REPORT (H SHARE);**
- (4) 2025 ANNUAL REPORT AND ITS SUMMARY (NEEQ);**
- (5) 2025 ANNUAL FINANCIAL REPORT;**
- (6) 2025 PROFIT DISTRIBUTION PLAN OF THE COMPANY;**
- (7) RESOLUTION ON PROJECTED 2026 ORDINARY RELATED
TRANSACTIONS;**
- (8) RESOLUTION ON ALLOWANCES FOR EXTERNAL DIRECTORS
DURING THE TERM OF OFFICE; AND**
- (9) RESOLUTION ON APPOINTMENT OF AUDITOR OF THE
COMPANY FOR 2026**

LETTER FROM THE BOARD

I. INTRODUCTION

The AGM will be convened and held at Company's Conference Room, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Tian'an Community, Shatou Street, Futian District, Shenzhen, the PRC on Tuesday, May 26, 2026 at 9:30 a.m., the notice of which is set out on pages AGM-1 to AGM-2 of this circular.

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

II. MATTERS TO BE RESOLVED AT THE AGM

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of ordinary resolutions include: (1) 2025 annual Directors' Report; (2) 2025 annual work report of independent Directors; (3) 2025 Annual Report (H share); (4) 2025 Annual Report and its summary (NEEQ); (5) 2025 annual financial report; (6) 2025 profit distribution plan of the Company; (7) resolution on projected 2026 ordinary related transactions; (8) resolution on allowances for external directors during the term of office; and (9) resolution on appointment of auditor of the Company for 2026.

Details of the matters to be resolved at the AGM are set out in the notice of the AGM on pages AGM-1 to AGM-2 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

ORDINARY RESOLUTIONS

(1) 2025 Directors' Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Directors' Report, the full text of which is set out in the 2025 Annual Report (H Share).

(2) 2025 Annual Work Report of the Independent Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 annual work report of the independent Directors, the report was considered and approved by the board on April 29, 2026 and is hereby proposed at the AGM for consideration and approval. Details of the aforementioned report is set out in Annex I to this circular. In case of any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

LETTER FROM THE BOARD

(3) 2025 Annual Report (H Share)

An ordinary resolution will be proposed at the AGM to consider and adopt the 2025 Annual Report (H Share) of the Company as published on the website of the Stock Exchange and the NEEQ.

(4) 2025 Annual Report and its summary (NEEQ)

An ordinary resolution will be proposed at the AGM to consider and adopt the 2025 Annual Report and its summary (NEEQ) of the Company as published on the website of the Stock Exchange and the NEEQ.

(5) 2025 Annual Financial Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Annual Financial Report. The Company has prepared the consolidated and parent company balance sheet as at December 31, 2025, consolidated and parent company statement of profit or loss, consolidated and parent company statement of changes in equity and consolidated and parent company statement of cash flows for the year ended December 31, 2025 in accordance with the China Accounting Standards for Business Enterprises. At the same time, the Company has prepared the consolidated statement of financial position as at December 31, 2025, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended December 31, 2025 in accordance with the International Financial Reporting Standards. The abovementioned financial statements have been audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) and Deloitte Touche Tohmatsu, respectively, and the standard unqualified audit report has been issued.

For the 2025 audited financial statements and independent auditor's report under China Accounting Standards for Business Enterprises and the 2025 audited financial statements and independent auditor's report under International Financial Reporting Standards, please refer to the 2025 Annual Report and its summary (NEEQ) and the 2025 Annual Report (H Share) of the Company, respectively.

(6) 2025 Profit Distribution Plan of the Company

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Profit Distribution Plan of the Company. According to the financial status and the operational and development status of the Company, the Company has decided not to make profit distribution.

LETTER FROM THE BOARD

(7) Resolution on Projected 2026 Ordinary Related Transactions

An ordinary resolution will be proposed at the AGM to consider and approve the Resolution on Projected 2026 Ordinary Related Transactions, details of which are set out in Annex II to this circular. In case of any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

(8) Resolution on Allowances for External Directors During the Term of Office

An ordinary resolution will be proposed at the AGM to consider and approve the resolution on allowances for external directors during the term of office.

Each of the non-executive Director and independent non-executive Director will be entitled to receive an annual remuneration of HK\$300,000 (or its equivalent in RMB, before tax) from the Company for the year ended December 31, 2026.

(9) Resolution on Appointment of Auditor of the Company for 2026

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Deloitte Touche Tohmatsu as the external international auditor of the Company and taking into account factors including the complexity and operating conditions of the Company's business, the expected audit scope, audit schedule and the resources required by the auditors, the audit service fee for H Shares in 2026 is RMB1.3 million, and the semi-annual review service fee for H Shares in 2026 is RMB1.2 million, Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) as the external domestic auditor of the Company for 2026 and to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine the specific matters, including but not limited to fix their remunerations, in relation to such re-appointment.

III. THE AGM

The notice convening the AGM at Company's Conference Room, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Shatou Street, Futian District, Shenzhen on Tuesday, May 26, 2026 at 9:30 a.m. is set out on pages AGM-1 to AGM-2 in this circular. For the purpose of determining the H Shareholders entitled to attend and vote at the AGM, the register of members of H Shares will be closed from Wednesday, May 20, 2026 to Tuesday, May 26, 2026 (both days inclusive). H Shareholders and Unlisted Shareholders whose names appear on the register of members of the Company on Tuesday, May 26, 2026 (i.e., the record date) are entitled to attend and vote at the AGM. In order to qualify for the entitlement to attend and vote at the above AGM, 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 Tuesday, May 19, 2026.

LETTER FROM THE BOARD

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

If you intend to attend the AGM 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 AGM 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 Unit 05, 43/F, Shenzhen Metro Real Estate Building Shennan Avenue, Tian'an Community, Shatou Street, Futian 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 AGM (i.e. May 25, 2026 at 9:30 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 AGM, and will not preclude you from viewing and listening to the AGM online if you so wish.

IV. RECOMMENDATIONS

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

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

VI. MISCELLANEOUS

In case of any inconsistency between the English and Chinese versions of this circular, the Chinese text of this circular shall prevail over the English 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

Tian Tu Capital Co., Ltd.
2025 Annual Work Report of the Independent Directors

The Company and all members of the Board of Directors warrant that the contents of the Announcement are true, accurate and complete, and that there are no false records, misleading statements or material omissions, and shall bear individual and joint legal liabilities for the truthfulness, accuracy and completeness of its contents.

As independent directors of Tian Tu Capital Co., Ltd. (the “**Company**”), they strictly follow the provisions of the Company Law, the Articles of Association of the Company, and the Guidelines for the Governance of National Small and Medium Enterprises Stock Transfer System Listed Companies No. 2 — Independent Directors during their tenure, conscientiously, diligently and prudently performed their duties, actively attended relevant meetings, carefully considered the proposals, and completed the tasks assigned by the Board of Directors. The performance of the independent directors for 2024 is as below:

I. BASIC INFORMATION ABOUT THE CURRENT INDEPENDENT DIRECTORS

Wang Shilin, male, born in 1963, of Chinese nationality, graduated from China Minzu College (currently known as Minzu University of China) in 1987 with a bachelor’s degree in economics. He served at the Department of Fiscal and Financial Affairs of the State Planning Commission (currently known as National Development and Reform Commission) from 1987 to 1992. Then he served as the director of the Beijing office, general manager of bond and futures department, general manager of trading department, member of Party Committee, and chairman of labor union of China Southern Securities Co., Ltd. from 1992 to 2000. From 2000 to 2024, he served as the general manager, secretary of the Party Committee, and chairman of the board of Huashengda Investment Shareholding Co., Ltd.

Diao Yang, male, born in 1973, is a Hong Kong citizen with a bachelor of arts degree in economics from Connecticut College in the United States and a master of business administration degree from Columbia Business School in the United States. He worked at Credit Suisse First Boston, served as Managing Director of the investment banking department of J.P. Morgan Securities (Asia Pacific) Limited and the Co-Head of Corporate Finance Division at J.P. Morgan, Managing Director of China Renaissance Securities (Hong Kong) Limited, co-founder of Parantoux Capital Limited, initiated the founding of Paradigm Advisors Holdings (Hong Kong) Limited in November 2016 and has served as a director of Paradigm since then. He has served as an independent non-executive director of Huitongda Network Co. Ltd. (009878) since November 2023.

Tsai Lieh, male, born in 1980, of Taiwan, China, has a bachelor in business administration from National Taiwan University, and a master’s degree in business administration from Cornell University’s Samuel Curtis Johnson Graduate School of Management in the United States. He worked in the Strategic Planning Department of Cathay Financial Holdings and the Investment Banking Department of Citibank, and was a vice president at the Investment Banking Department of ICBC International, a vice president at Barclays Capital Asia Limited, and a Director in the Investment Banking Department of Huatai Financial Holdings. He is currently the chief financial officer of Peijia Medical Limited (09996.HK).

II. MEETING ATTENDANCE

During 2025, the Company held a total of 9 Board meetings and 4 shareholders' meetings. The attendance of the independent directors, Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh, at these meetings is as follows:

Name of Independent Director	Number of Board Meetings Required to Attend	Number of Board Meetings Attended in Person or by Communication	Number of Board Meetings Attended by Proxy	Absence from Board of Directors' meeting	Failure to attend three consecutive meetings in person or failure to attend two consecutive meetings without delegating other directors to attend the meetings	Number of Shareholders' Meetings Attended
Wang Shilin	9	9	0	0	No	4
Diao Yang	9	9	0	0	No	4
Tsai Lieh	9	9	0	0	No	4

The Board of Directors of the Company has three specialized committees, namely the Remuneration Committee, the Audit Committee and the Nomination Committee. As members or chairmen of the specialized committees of the Board of Directors of the Company, the independent directors, during their tenure of office, have effectively performed the duties of the specialized committees in making decisions on the Company's major matters, have been informed of the progress of the Company's major matters in a timely manner, and have fulfilled their duties as the independent directors to safeguard the interests of the Company and all the shareholders in a practical manner.

III. EXPRESSION OF INDEPENDENT OPINIONS

The independent directors, Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh, conducted careful understanding and verification of the Company’s business activities for the year 2025, and issued a total of four independent opinions. The details are as follows:

Meeting Date	Meeting Name	Specific Matters	Type of Opinion
April 30, 2025	The 21st Meeting of the Third Session of the Board of Directors	The Company’s 2024 Annual Report and its Summary, Projected 2025 Ordinary Related Transactions, Re-election of the Board of Directors, Confirmation of the Directors’ Remuneration Proposal for 2025	For
May 23, 2025	The 1st Meeting of the Fourth Session of the Board of Directors	Election of Mr. Wang Yonghua (王永華) as the Chairman of the Fourth Session of the Board of Directors of the Company, Appointment of the Company’s General Manager and other Senior Management	For
December 10, 2025	The 5th Meeting of the Fourth Session of the Board of Directors	Abolition of the Company’s Supervisory Committee and Annulment of the “Rules of Procedure for the Supervisory Committee”, Amendments to Corporate Governance Systems	For
December 31, 2025	The 6th Meeting of the Fourth Session of the Board of Directors	Appointment of the Board Secretary	For

IV. FULFILLMENT OF THE SPECIAL MANDATE OF INDEPENDENT DIRECTORS

During the reporting period of 2025, there were no circumstances where an independent director proposed convening a board meeting, requested the board to convene an extraordinary general meeting, proposed the appointment or dismissal of an accounting firm, independently engaged external audit institutions or consulting firms, or conducted on-site inspections.

V. OTHER CLARIFICATIONS REQUIRED

1. As independent directors of the Company, we perform our duties in strict accordance with the relevant laws and regulations and the provisions of the Articles of Association of the Company and the Working System for Independent Directors, participate in the Board of Directors' meetings of the Company, carefully consider the motions, objectively express our opinions and views, and make independent and impartial judgments using our professional knowledge to effectively protect the interests of minority shareholders.
2. We pay attention to the Company's operation and management. Through on-site and communication methods, we gain an in-depth understanding of the Company's production and operation, the improvement and implementation of the internal control system, the implementation of the Board of Directors' resolutions, financial management and business development, and other related matters, pay attention to the Company's daily operating conditions and governance, and obtain the necessary information for decision-making in a timely manner. In this regard, we express our views fully at the Board of Directors' meetings, so as to promote scientific and objective decision-making by the Board of Directors.
3. Through continuous study of laws and regulations related to the performance of duties by independent directors, we have deepened our knowledge and understanding of the laws and regulations and raised our awareness of the protection of the legitimate rights and interests of the Company and investors.

Independent Directors: Wang Shilin, Diao Yang, Tsai Lieh

April 29, 2026

PROJECTED ORDINARY RELATED PARTY TRANSACTIONS
OF THE COMPANY FOR 2026

I. PROJECTED ORDINARY RELATED PARTY TRANSACTIONS

Based on the Company's business development needs in 2026 and the business transactions with related parties, and following the commercial principles of reimbursement, fairness and voluntariness, the prices of related party transactions will not deviate from the prices charged by independent third parties in the market for the provision of similar products or services.

Specifically, the Company expects the following ordinary related party transactions to occur in 2026:

No.	Details of Related Party Transactions	Estimated Transaction Amount (RMB0,000)
(i) Payments by the Group to related parties		
1	Payment of house rental fee to a related party Shenzhen Tiantu Venture Capital Co., Ltd.	Referring to the market price, the estimated tax-inclusive price was RMB6.2 million.
(ii) Fees charged by the Group from related parties		
1	Collection of fund management fees — Putian Tiantu Food and Digital Industry Investment Partnership (Limited Partnership)	Based on 2% of the committed capital
2	Collection of fund management fees — Guangzhou Tiantu Yayi Venture Capital Partnership(Limited Partnership)	Based on 2% of paid-in capital
3	Collection of fund management fees — Suzhou Tiantu Changfei Industrial Investment Fund Partnership (Limited Partnership)	Based on 2% of paid-in capital
4	Collection of fund management fees — Chongqing Rongchang Tianxiang Venture Capital Fund Partnership (Limited Partnership)	Based on 2% of paid-in capital
5	Collection of fund management fees — Putian Licheng Baitu New Consumer M&A Equity Investment Partnership (Limited Partnership)	Based on 2% of paid-in capital

No.	Details of Related Party Transactions	Estimated Transaction Amount <i>(RMB0,000)</i>
6	Collection of fund management fees — Tiantu Stable Fund	Based on 0.25% of net asset
7	Collection of fund management fees — other newly established funds	In accordance with the Agreement

Affiliations:

The fund entities listed in (i), the Company's controlling subsidiaries act as managers of the funds and collect management fees from the funds under management, while the funds under management constitute a connected relationship with the Company as an independent operating entity.

II. PRICING BASIS AND FAIRNESS

(i) Pricing Basis

Market-based pricing.

(ii) Pricing Fairness

The transactions between the Company and the related parties are fair and follow the principle of market price, which is fair and reasonable, and there is no behavior that is detrimental to the interests of the Company and any other shareholders of the Company, and the independence of the Company has not been affected by the Related Party transactions.

III. EXECUTION STATUS AND PRINCIPAL TERMS OF THE TRANSACTION AGREEMENT

Within the scope of the expected ordinary Related Party transactions in 2026, the operating management of the Company, in accordance with the needs of specific business development, will sign the relevant agreements.

IV. NECESSITY OF THE RELATED PARTY TRANSACTIONS AND IMPACT ON THE LISTED COMPANIES

The above related party transactions constitute ordinary related party transactions of the Company, which are necessary and reasonable for the Company's normal business development.

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)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Tian Tu Capital Co., Ltd. (the “Company”) will be held at the Conference Room of the Company, Unit 05, 43/F Shenzhen Metro Real Estate Building Shennan Avenue Shatou Street Futian District Shenzhen on Tuesday, May 26, 2026 at 9:30 a.m. for the purpose of considering and, if though fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated April 29, 2026.

Ordinary Resolutions

1. To consider and approve the resolution on the 2025 Directors’ Report.
2. To consider and approve the 2025 annual work report of independent Directors.
3. To consider and adopt the 2025 Annual Report (H Share).
4. To consider and adopt the 2025 Annual Report and its summary (NEEQ).
5. To consider and approve 2025 annual financial report.
6. To consider and approve the 2025 annual profit distribution plan of the Company.
7. To consider and approve the resolution on projected 2026 ordinary related transactions.

NOTICE OF 2025 ANNUAL GENERAL MEETING

8. To consider and approve the resolution on allowances for external directors during the term of office.
9. To consider and approve the resolution on appointment of auditor of the Company for 2026.

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
April 29, 2026

Notes:

- (i) Any shareholder entitled to attend and vote at the AGM 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.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- (iii) In order to be valid, the form of 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 or authority, must be deposited with 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, PRC, 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 AGM (i.e. May 25, 2026 at 9:30 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the "Shareholders") from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) 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 AGM, 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.
- (vi) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the AGM, the register of members of H shares of the Company will be closed from Wednesday, May 20, 2026 to Tuesday, May 26, 2026 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Tuesday, May 26, 2026. In order to qualify for the entitlement to attend and vote at the above AGM, unregistered holders of the shares 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 Tuesday, May 19, 2026.
- (vii) The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and food and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (viii) All times refer to Hong Kong local time, except as otherwise stated.