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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.

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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) PROPOSED ISSUANCE OF SCIENCE AND  
TECHNOLOGY INNOVATION NOTES; AND  
(2) NOTICE OF THE 2025 FIRST EXTRAORDINARY  
GENERAL MEETING**

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The EGM 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 Monday, July 28, 2025 at 10:00 a.m. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form for use in connection with the EGM is enclosed herewith. The proxy form is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.tiantucapital.com](http://www.tiantucapital.com)).

Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) as soon as possible but in any event not less than 24 hours before the time fixed for the holding of the EGM or 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 (as the case may be) if you so wish and in such event, the proxy form shall be deemed to be revoked.

July 10, 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	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 PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the 2025 first extraordinary general meeting of the Company to be held for the matters as set out in this circular
“H Shareholder(s)”	holder(s) of H Shares
“H Shares”	H share(s) in the share capital of the Company with a nominal value of RMB1.0 each, which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	July 10, 2025, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, shall exclude the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan

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## DEFINITIONS

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“PRC Company Law”	The Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including Unlisted Shares and H Shares
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor (s) of the Company
“Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.0 each, which are not listed on the Main Board of the Stock Exchange
“%”	percentage

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*(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

July 10, 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED ISSUANCE OF SCIENCE AND  
TECHNOLOGY INNOVATION NOTES; AND  
(2) NOTICE OF THE 2025 FIRST EXTRAORDINARY  
GENERAL MEETING**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The purpose of this circular is to provide Shareholders with further information in respect of the resolution to be proposed at the Company's EGM to be held on July 28, 2025 at 10:00 a.m. to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

### II. ISSUANCE OF SCIENCE AND TECHNOLOGY INNOVATION NOTES

The Company proposes to issue the science and technology innovation notes (the "**Sci-Tech Innovation Notes**"). The key registration and issuance terms of the Sci-Tech Innovation Notes are as follows:

#### 1. Register and Issue Size and Term

The total amount of the application for registration and issuance of the Sci-Tech Innovation Notes is no more than RMB0.3 billion (including RMB0.3 billion), which may be issued in single or multiple tranches. The maximum term of the Sci-Tech Innovation Notes is for no longer than 10 years (including 10 years), with annual interest payments and repayment of the principal amount at maturity. The specific size and term of issuance shall be determined by the Board, subject to authorization by the general meeting within the aforementioned range, taking into account the Company's capital needs and prevailing market conditions at the time of issuance.

#### 2. Method of Issuance

The issuance should only be made to Institutional investor by way of private placement, and shall only be made in compliance with the relevant laws and regulations.

#### 3. Par Value and Issue Price

The Sci-Tech Innovation Notes will be issued at par value, with the interest rate to be determined through a centralized book-building process.

#### 4. Use of proceeds

The proceeds of the Sci-Tech Innovation Notes are intended to be used as to 70% or more on funding of investment funds or equity investment, and the remainder of the proceeds may be used to replace funds utilized for funding investment funds or equity investments within one year, replenishment of working capital or repayment of interest-bearing debt.

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## LETTER FROM THE BOARD

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### 5. Validity period

The resolution for the Sci-Tech Innovation Notes issuance will be valid beginning from the date of approval by the general meeting and shall remain valid during the registration, issuance and duration of this issuance.

### 6. To ensure the execution of the issuance of the Sci-Tech Innovation Notes orderly and efficient, the general meeting is hereby requested to authorize the Board to deal with all specific matters related to the registration and issuance, including but not limited to the following:

- I. Formulate and adjust the specific terms and conditions of this application for registration and issuance, including but not limited to the specific issuance size, issuance method, term, credit enhancement matters (if any), target investors, credit rating arrangements (if any), and the specific use of proceeds, taking into account the Company's actual needs and prevailing market conditions, to the extent permitted by applicable laws and regulations;
- II. Determine and engage underwriters and other intermediaries to provide services for this issuance;
- III. Decide on and handle the application, issuance, and all other necessary matters related to this issuance;
- IV. Establish a supervision account for the proceeds of this issuance and handle matters related to the management of the proceeds;
- V. Conduct relevant information disclosure in accordance with applicable regulatory requirements;
- VI. Handle other matters related to this issuance.

This authorization shall remain valid from the date of the Company's general meeting resolution until the completion of all authorized matters.

### 7. Reasons and benefits of the Sci-Tech Innovation Notes issuance

The Board considers that the Sci-Tech Innovation Notes issuance will further reduce the Company's financing costs, diversify its funding channels, expand its business scale, and enhance its profitability and risk resilience. Therefore, the Board believes the Sci-Tech Innovation Notes issuance to be fair and reasonable, and in the interests of the Company and its shareholders as a whole.

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## LETTER FROM THE BOARD

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### THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

Pursuant to the relevant provisions of the Articles of Association and relevant laws and regulations, the proposed issuance of the Sci-Tech Innovation Notes is subject to the approval of the Shareholders by way of ordinary resolution at a general meeting of the Company.

The Company has resolved at the Board meeting held on July 10, 2025 that an ordinary resolution to consider and approve the proposed issuance of the Sci-Tech Innovation Notes at the 2025 first extraordinary general meeting of the Company (the “EGM”) which will be held on Monday, July 28, 2025 at 10:00 a.m. the register of members of the Company will be closed from Friday, July 25, 2025 to Monday, July 28, 2025, both dates inclusive, during which period no transfer of shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Friday, July 25, 2025. 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), or the office of the Company in the PRC at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of unlisted shares of the Company) no later than 4:30 p.m. on Thursday, July 24, 2025.

According to Rule 13.39(4) of the Hong Kong Listing Rules, apart from certain exceptions, any vote of the Shareholders at the EGM of the Company must be taken by poll. On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

As of the date of this circular, to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, there is no connected person of the Company, Shareholder and their respective associates with a material interest in the resolution to be proposed, considered and approved at the EGM required to be abstain from voting at the EGM.

### RECOMMENDATION

The Board considers that the resolution to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favor of the resolution to be proposed at the EGM.



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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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*

# NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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**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)**

## NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 first extraordinary general meeting (the “EGM”) 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 Monday, July 28, 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

1. To consider and approve:
  - (a) the application for registration and issuance by the Company of the science and technology innovation notes with a total amount not exceeding RMB300 million (inclusive of RMB300 million) under the framework set out in the Company's circular dated on July 10, 2025;
  - (b) the Board of the Company is hereby authorized to fully handle matters relating to the registration and issuance of the science and technology innovation notes, within the scope permitted by applicable laws and regulations.

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, the PRC  
July 10, 2025

*As at the date of this notice, 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 (alias. Tsai Leo) as independent non-executive Directors.*

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## NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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*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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at [www.tiantucapital.com](http://www.tiantucapital.com) and the Stock Exchange at [www.hkexnews.hk](http://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.
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 10:00 a.m. on July 27, 2025) 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 H shareholders of the Company entitled to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Friday, July 25, 2025 to Monday, July 28, 2025 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Friday, July 25, 2025. In order to qualify for the entitlement to attend and vote at the above EGM, the H shareholders of the Company 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 or the office of the Company in the PRC at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of unlisted shares of the Company) by no later than 4:30 p.m. on Thursday, July 24, 2025.
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](mailto:wangfengxiang@tiantu.com.cn) for any enquiries in respect of the EGM.