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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 INDEPENDENT NON-EXECUTIVE DIRECTOR ;**  
**(2) PROPOSED APPOINTMENT OF INDEPENDENT**  
**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 INDEPENDENT NON-EXECUTIVE DIRECTOR**

On April 30, 2024, Mr. Liu Pingchun (劉平春) (“**Mr. Liu**”) tendered his resignation as an independent non-executive Director, the chairman of the remuneration committee and a member of the nomination committee, as he wishes to devote more time to his personal commitments. His resignation shall become effective upon the appointment of a new independent non-executive Director to fill the vacancy. Mr. Liu 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. Liu for his valuable efforts and contributions to the Group during his tenure of office.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wang Shilin (王世林) (“**Mr. Wang**”) has been nominated as a candidate of the independent non-executive Director of the Company, which shall be subject to the consideration and approval at the upcoming annual general meeting (the “**AGM**”) of the Company. If the proposed appointment is approved, Mr. Wang will enter into a service contract with the Company and shall hold his office from the date of the AGM until the expiry of the term of the third session of the Board.

The biographical details of Mr. Wang are set out as below:

Mr. Wang, aged 60, has more than 30 years of experience in the investment and business management industry. Mr. Wang was a principal staff member of National Development and Reform Commission from July 1987 to March 1993. 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. (南方證券股份有限公司) from March 1993 to December 2000. From December 2000 to March 2024, he served as the secretary of the Party Committee, chairman of the board and general manager of Huashengda Investment Shareholding Co., Ltd. (深圳市華晟達投資控股有限公司). Mr. Wang obtained his bachelor’s degree in economics from China Minzu College (中央民族學院) (currently known as Minzu University of China (中央民族大學)) in the PRC in July 1987.

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

Subject to the approval by the Shareholders of his appointment, the Company will enter into a service contract with Mr. Wang and his term of office shall be effective from the date of the AGM 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 his role, qualification, level of experience, the contribution to be made by him to the Company.

Save as disclosed above, Mr. Wang confirmed that (i) he did not hold any position within the Group or any directorship of other public companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholder of the Company; and (iii) he 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.

Mr. Wang has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to Rule 3.13(8) of the Listing Rules; (ii) he does not have any past or present financial or other interest in the business of the Group, or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of appointment as an independent non-executive Director. Mr. Wang has obtained legal advice referred to under Rule 3.09D of the Listing Rules and understood his 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 COMMITTEES**

The Board further announces that subject to the approval of his appointment as an independent non-executive Director at the AGM, Mr. Wang has also been nominated as the chairman of the remuneration committee and a member of the nomination committee, with effect from the approval of his appointment as an independent non-executive Director at the AGM until the expiry of the term of the third session of the Board.

## **AGM**

The AGM will be held for the purpose of considering, among others, the proposed appointment of Mr. Wang as an independent non-executive Director. The Company will make available on websites of the Company and the Stock Exchange the notice of the AGM 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  
April 30, 2024

*As at the date of this announcement, the Board 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. Liu Pingchun, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive directors.*