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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, 2024 AND  
(2) RESIGNATION AND APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR(S) AND CHANGES IN COMPOSITION  
OF THE BOARD COMMITTEES**

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, 2024. Capitalised 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 23/F-3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on May 23, 2024. 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 2023 report of the Board.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
2.	To consider and approve the resolution on the 2023 report of the Supervisory Committee.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
3.	To consider and adopt the resolution on the 2023 Annual Report of the Company.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
4.	To consider and adopt the resolution on the summary of the 2023 Annual Report.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
5.	To consider and approve the work report of the independent non-executive directors of the Company.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
6.	To consider and approve the 2023 annual financial report of the Company.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
7.	To consider and approve the 2023 profit distribution plan to not make any profit distribution.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
8.	To consider and approve the Projected 2024 Related Party Transactions.	112,422,839 (93.35%)	8,007,035 (6.65%)	0 (0.00%)
9.	To consider and approve the proposed appointment of Mr. Wang Shilin (王世林) as an independent non-executive Director of the Company.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
10.	To consider and approve the proposed remuneration of the non-executive Directors of the Company.	339,671,059 (97.70%)	8,007,035 (2.30%)	0 (0.00%)
11.	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 2024 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.	347,678,094 (100.00%)	0 (0.00%)	0 (0.00%)
12.	To consider and approve the External Financial Assistance.	339,659,059 (97.69%)	8,019,035 (2.31%)	0 (0.00%)

	SPECIAL RESOLUTION	FOR	AGAINST	ABSTAIN
13.	To consider and approve the resolution to grant the General Mandate to the Board to Issue H Shares of the Company.	339,659,059 (97.69%)	8,019,035 (2.31%)	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 authorised 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)) recuse 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 347,678,094 Shares with voting rights, among which 276,145,294 Shares were unlisted Shares and 71,532,800 Shares were H Shares, representing approximately 50.17%% 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. No 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, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) attended the AGM in person or by electronics means. Ms. Zou Yunli, Mr. Li Xiaoyi, Mr. Li Lan, Mr. Dai Yongbo and Mr. Liu Pingchun were unable to attend the AGM due to their business engagements. Mr. Liu Pingchun, being the chairman of the remuneration committee of the Company (the "**Remuneration Committee**") was unable to attend the AGM and Mr. Wang Yonghua and Mr. Diao Yang each being a member of the Remuneration Committee was invited to and

attended the AGM. The convening of and the procedures for holding the AGM and the voting procedures at the AGM were in compliance with the requirements of the PRC Company Law and the Articles of Association.

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 resolution numbered 13, such resolution was duly passed as special resolution.

## **RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR(S) AND CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

Reference is made to the Company's announcement dated April 30, 2024 (the "**Resignation and Appointment Announcement**") regarding (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 hereby announces that with effect from the conclusion of the AGM, Mr. Liu Pingchun (劉平春) ("**Mr. Liu**") resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the nomination committee of the Company (the "**Nomination Committee**"). As disclosed in the Resignation and Appointment Announcement, 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 and the Stock Exchange.

The Board announces that Mr. Wang Shilin (王世林) ("**Mr. Wang**") has been appointed as an independent non-executive Director of the Company following the approval of the resolution numbered 9 at the AGM with effect from May 23, 2024. Mr. Wang has also been appointed as the chairman of the Remuneration Committee and a member of the Nomination Committee effective on the same date.

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

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.

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

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*

Hong Kong, May 23, 2024

*As at the date of this announcement, the Board of the Company 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, Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive Directors.*