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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)

DISCLOSURE UNDER RULE 13.17 OF THE LISTING RULES

The announcement is made by Tian Tu Capital Co., Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.17 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On October 19, 2022, the Company issued corporate bond with a coupon rate of 5% per annum and a principal amount of RMB500 million, the corporate bond is expected to mature on October 19, 2025 (abbreviation: 22Tiantu03, the “**2022 Second Corporate Bonds**”). The 2022 Second Corporate Bonds were guaranteed by China Securities Credit Financing Guarantee Co., Ltd. (中證信用融資擔保有限公司, “**China SFG**”), and in turn China SFG has obtained counter-guarantees from the Company including pledges of certain equity securities of unlisted companies held by the Group to secure its guarantee obligations. As part of China SFG’s routine credit and security review and reduction in the valuation of such securities as a result of market condition, China SFG, in accordance with business practice in the PRC, has been in discussion with the Company regarding a possible increase in the securities/counter-guarantees provided to China SFG to secure its guarantee obligations under the 2022 Second Corporate Bonds.

Mr. Wang Yonghua, being a controlling shareholders of the Company, chairman of the board of directors and an executive director of the Company entered into a share charge agreement with China SFG on May 28, 2024 (the “**Share Charge Agreement**”), charging 1,838,887 unlisted shares of the Company, representing approximately 0.27% of the total issued shares of the Company as at the date of this announcement, in favour of China SFG as security in favor of China SFG’s guarantee obligations in relation to the 2022 Second Corporate Bonds.

The Share Charge Agreement, entered into by Mr. Wang Yonghua (a connected person of the Company), to provide financial assistance to the Group constitute connected transaction of the Company under Chapter 14A of the Listing Rules. It is fully exempted from the reporting, announcement and independent shareholders' approval requirement pursuant to Rule 14A.90 of the Listing Rules as it was conducted on normal commercial terms (or better to the Company) and was not secured by any asset of the Group.

The Company will make continuing disclosures in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the disclosure obligations under Rule 13.17 of the Listing Rules continue to exist.

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
May 28, 2024

As at the date of this announcement, the board of directors 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; and Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive directors.

* *The English translation of the Chinese names in this announcement is included for reference only.*