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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.

TiantuCapital  天图投资

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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 ADOPTION OF THE 2024 H SHARE INCENTIVE SCHEME;
AND
(2) PROPOSED AUTHORIZATION TO THE BOARD AND/OR
THE COMMITTEE TO HANDLE MATTERS PERTAINING TO
THE 2024 H SHARE INCENTIVE SCHEME; AND
NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

The EGM will be held at 23/F-3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC on June 28, 2024 at 9:30 a.m. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form and reply slip for use in connection with the EGM are enclosed herewith. The proxy form and reply slip are also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (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 appointed 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.

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

June 13, 2024

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DEFINITIONS

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

“2024 H Share Incentive Scheme” or “Scheme”	the 2024 H share incentive scheme proposed to be adopted by the Company
“Adoption Date”	the date on which the Scheme is approved by the Shareholders at the EGM
“Affiliate(s)”	shall include the following: (a) any direct or indirect holding company of the Company; (b) any direct or indirect Subsidiary of any company included in (a) above; (c) a company controlled by the Company; and (d) any associated company of the Company or any company included in (a) above, but excluding any members of the Group
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, modified or supplemented, from time to time
“Award(s)”	an award of H Shares by the Board or the Committee pursuant to the terms of the Scheme to a Grantee
“Award Letter”	The letter of the grant of an Award made to an Eligible Participant
“Awarded Share(s)”	such H Shares determined by the Board or the Committee to be granted pursuant to the 2024 H Share Incentive Scheme
“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday and public holiday) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Committee”	the committee, sub-committee, any Director(s) or person(s) from time to time delegated by the Board with the power and authority to administer the Scheme

DEFINITIONS

“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the 2024 second extraordinary general meeting of the Company to be held for the matters as set out in this circular
“Eligible Participant(s)”	any employee of the Group (including persons who are granted Awards under the Scheme as an inducement to enter into employment contracts with the respective company of the Group as well as connected person of the Group)
“Excluded Eligible Participant(s)”	any Eligible Participant who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Committee or the Trustee (as the case may be), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Eligible Participant
“Grantee(s)”	Eligible Participant(s) selected by the Board or the Committee pursuant to the Scheme Rules for the grant of an Award
“H Share(s)”	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
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code in Appendix C3 to the Listing Rules

DEFINITIONS

“Partial Lapse”	the lapse of an Award as a result of (i) a Grantee is found to be an Excluded Eligible Participant; (ii) a Grantee fails to return any documents prescribed and requested by the Trustee for the transfer of the relevant Awarded Shares within the stipulated period; (iii) a Grantee fails to meet any Vesting Conditions as stipulated in the relevant Award Letter (and such failure is not waived by the Board or the Committee, or is waived only in relation to part but not all of the Award made to the Grantee); or (iv) other situations as determined by the Board or the Committee in its absolute discretion, in each case unless the Board or the Committee otherwise agrees or determines
“PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“Returned Shares”	such Awarded Shares or income related to such Awarded Shares which are not vested and/or forfeited in accordance with the Scheme Rules (whether as a result of a Total Lapse or a Partial Lapse or otherwise), or such Shares being deemed to be Returned Shares in accordance with the Scheme Rules and the Trust Deed
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Mandate Limit”	has the definition as detailed in the paragraph headed “II. Proposed Adoption of the 2024 H Share Incentive Scheme — 6.(1) Grant of Award — Maximum Grant” of this circular
“Scheme Rules”	the rules of the 2024 H Share Incentive Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of Shares from time to time
“Shares”	ordinary shares of RMB1.0 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time), comprising Unlisted Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Total Lapse”	the lapse of an Award as a result of (i) the relevant Grantee (if such Grantee is an employee) ceases to be an Employee of any member of the Group or any Affiliate, other than by reason of death or retirement (unless so determined by the Board or the Committee), (ii) the Subsidiary of the Company (or of a member of the Group) by which a Grantee (if such Grantee is an Employee) is employed ceases to be a Subsidiary of the Company (or of a member of the Group), (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company)
“Trust Deed”	a trust deed to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the Scheme
“Trust Holdco”	a company to be incorporated which is wholly owned by the Trustee in performance of its role as trustee of the Trust
“Trust(s)”	the trust constituted by the Trust Deed
“Trustee”	a trustee to be appointed to administer the Scheme, which is tentatively determined to be CMB Wing Lung (Trustee) Limited and includes any additional or replacement trustee(s)
“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
“Vesting”	that the Eligible Participant is entitled to an Award subject to: (a) the conditions precedent in Scheme Rules having been met or waived; and (b) the Vesting Conditions in accordance with the terms of the grant of the Award having been met or waived; and “ vest ” and “ vested ” shall be construed accordingly
“Vesting Conditions”	has the definition as detailed in the paragraph headed “II. Proposed Adoption of the 2024 H Share Incentive Scheme — 6.(3) Grant of Award — Award Letter” of this circular

DEFINITIONS

“Vesting Date(s)”	in respect of an Award, subject to the satisfaction of the Vesting Conditions in accordance with the terms of the grant of the Award, as set out in the relevant Award Letter, or are deemed to have vested under the Scheme Rules
“Vesting Notice”	the vesting notice to be sent by the Board or the Committee to the relevant Grantee(s) 20 Business Days prior to a Vesting Date
“Vesting Period”	in relation to any Grantee, the period commencing on the date on which the Awarded Shares have been provisionally set aside pursuant to an Award to such Grantee and ending on Vesting Date
“%”	per cent

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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)

Executive Directors:

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

Non-executive Directors:

Mr. Li Lan
Mr. Dai Yongbo

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:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

June 13, 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED ADOPTION OF THE 2024 H SHARE INCENTIVE SCHEME;
AND
(2) PROPOSED AUTHORIZATION TO THE BOARD AND/OR
THE COMMITTEE TO HANDLE MATTERS PERTAINING TO
THE 2024 H SHARE INCENTIVE SCHEME**

LETTER FROM THE BOARD

I. INTRODUCTION

With reference to the announcements of the Company dated June 11, 2024 and June 13, 2024, this circular is intended to provide you with the notice of the EGM and all information necessary, including (i) the proposed adoption of the 2024 H Share Incentive Scheme; and (ii) the proposed authorization to the Board and/or the Committee to handle matters pertaining to the 2024 H Share Incentive Scheme, to enable you to make an informed decision on the resolutions to be presented at the EGM.

II. PROPOSED ADOPTION OF THE 2024 H SHARE INCENTIVE SCHEME

The Board has resolved at a meeting of the Board held on June 13, 2024 to propose the adoption of the 2024 H Share Incentive Scheme. The Board and/or the Committee shall select the Eligible Participants and determine the number and conditions of Award(s) to be granted. The Awarded Share(s) underlying the Award(s) shall be purchased by the Trustee in accordance with the Scheme Rules.

The 2024 H Share Incentive Scheme shall be effective upon approval by the Shareholders at the EGM. A summary of the principal rules of the Scheme is set out below:

1. Purposes

The purposes of the 2024 H Share Incentive Scheme are:

- (1) to recognize and acknowledge the contributions which the Eligible Participants have made or may make to the Group;
- (2) to provide the Eligible Participants with incentives in order to motivate and retain them for the ongoing operation and development of the Group; and
- (3) to attract suitable personnel for further development of the Group.

2. Duration

Unless otherwise terminated by the Board, the Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date, after which period no further Awards may be granted, but the Scheme Rules shall remain in full force and effect in all other respects to the extent necessary to give effect to any Awards made prior thereto.

LETTER FROM THE BOARD

3. Administration

Upon authorization of the Shareholders for the adoption of the Scheme, the Scheme shall be subject to the administration of the Board, and the Board may also delegate all or part of such administration to the Committee in accordance with the Scheme Rules. Save as otherwise provided in the Scheme, for any matters concerning the interpretation or application of the Scheme, the decision of the Board or the Committee shall be final, conclusive and binding on all parties, provided that such administration shall not prejudice the powers of the Trustee as provided under the Trust Deed.

4. The Eligible Participants

The Eligible Participants of the Scheme include any employee of the Company and any of its Subsidiaries (including persons who are granted Awards under the Scheme as an inducement to enter into employment contracts with the respective company of the Group as well as connected person of the Group). Unless the Board or the Committee determines otherwise, a person shall be treated as having ceased to be an Eligible Participant, if he/she, as prior to or on the Vesting Date:

- (1) where such person has committed any act of fraud or dishonesty or serious misconduct, whether or not in connection with his employment or engagement or service to any member of the Group or any Affiliate and whether or not it has resulted in his employment or engagement or service being terminated by the relevant member of the Group or any Affiliate;
- (2) where such person has been declared or adjudged to be bankrupt by a competent court or governmental body or has failed to pay his debts as they fall due (after the expiry of any applicable grace period) or has entered into any arrangement or composition with his creditors generally or an administrator has taken possession of any of his assets;
- (3) where such person has been convicted of any criminal offence; or
- (4) where such person has been convicted of or is being held liable for any offence under or any breach of the Listing Rules or any applicable laws in force from time to time.

5. Source of Awarded Share(s) and Funds

The Board and/or the Committee intends to instruct the Trustee to purchase a certain number of existing H Shares through on-market or off-market transactions in accordance with the instructions of the Company. The source of funds for funding the Scheme is the internal funds of the Company.

LETTER FROM THE BOARD

6. Grant of Award

(1) Maximum Grant

The maximum number of Awarded Share(s) that can be awarded under the Scheme throughout the duration of the Scheme must not exceed 10% of the number of H Shares in issue as at the Adoption Date (which, assuming no further changes to the issued share capital of the Company between the date of this circular and the Adoption Date, shall be 17,325,800 H Shares, the “**Scheme Mandate Limit**”). Awards lapsed in accordance with the terms hereof shall not be counted for the purposes of calculating the Scheme Mandate Limit.

(2) Grant Date

Subject to and in accordance with the Scheme Rules, the Listing Rules, the Articles, the PRC Company Law and any other applicable laws, the Board or the Committee shall be entitled, at any time on any Business Day during the period of the Scheme (after considering recommendations and proposals from the remuneration committee of the Company in accordance with its terms of reference), to grant an Award out of the pool of available H Shares to any Eligible Participant (other than any Excluded Eligible Participant), as the Board or the Committee may in its absolute discretion select.

(3) Award Letter

A grant of an Award shall be made to an Eligible Participant by an Award Letter in such written form as the Board or the Committee may from time to time determine specifying:

1. the name and staff number of the Grantee and so far as the Board or the Committee is aware, whether he is a connected person of the Company;
2. the number of Awarded Shares to be granted to the Grantee pursuant to the Award;
3. the Vesting Date(s), the Vesting Period and vesting conditions (the “**Vesting Conditions**”) of the Awarded Shares;
4. other procedures for acceptance of the Award (if any);
5. a description of the clawback mechanism (if any) to recover or withhold the remuneration (which may include any Awards granted) to any Eligible Participants in the event of serious misconduct, a material misstatement in the financial statements of the Company or other circumstances in respect of the Awards granted, or if none, a negative statement to that effect;

LETTER FROM THE BOARD

6. any applicable lock-up on the Awarded Shares;
7. the date by which the Grantee must accept the grant of the Award, failing which the Award shall be void and be of no effect;
8. other relevant terms and conditions of the Award being granted; and
9. a statement requiring the Eligible Participant to undertake to hold the Award on the terms on which they are to be granted and to be bound by the provisions of the Scheme Rules.

(4) Conditions of Grant

Subject to and in accordance with the Scheme Rules, the Listing Rules, the Articles, the PRC Company Law and any other applicable laws, the Board or the Committee may, on a case-by-case basis and at its discretion, impose any conditions, restrictions or limitations before the Award can vest as it sees fit, provided that such conditions, restrictions or limitations are set out in the Award Letter issued by the Company to the Eligible Participant. Without prejudice to the foregoing, the Board or the Committee may impose any conditions, restrictions or limitations including without limitation:

- (a) requiring the continuing eligibility of the Eligible Participant in accordance with the provisions of the Scheme Rules and providing that in the event that the Board or the Committee resolves that the Eligible Participant fails/has failed or otherwise is or has been unable to meet such continuing eligibility criteria, the Awards shall lapse;
- (b) requiring the continuing compliance of such terms and conditions that may be attached to the grant of the Award, failing which the Award (to the extent not already vested) shall lapse, unless otherwise resolved by the Board or the Committee;
- (c) any vesting or purchase prices payable by the Grantee at or after vesting of the Awards and transfer of the Awarded Share(s) to the Grantee;
- (d) relating to the achievement of individual or organizational performance targets before the relevant Awards become vested; and/or
- (e) the Vesting Period of the Awarded Shares.

The performance target, if any, shall be based on the performance of the Eligible Participant and/or the operating or financial performance of the Group and/or such other performance target to be determined by the Board or the Committee in its absolute discretion from time to time, which shall be set out in the Award Letter in relation to the grant of the Award to each relevant Eligible Participant.

LETTER FROM THE BOARD

7. Limitations

The Board or the Committee shall not grant any Award, make any payment to the Trustee pursuant to the terms of the Scheme or give instructions to the Trustee to purchase or sell or transfer H Shares and the Trustee and Trust Holdco shall not purchase or sell or transfer H Shares where dealings in H Shares by the Directors are prohibited under the Model Code or any code or requirement of the Listing Rules, the Articles, the PRC Company Law, the Companies Ordinance, the SFO and any other applicable laws or where any requisite approval from any governmental or regulatory authority has not been obtained from time to time, including without limitation:

- (a) at any time after unpublished inside information has come to the knowledge of the Company until (and including) the Business Day after such inside information has been publicly announced pursuant to the relevant requirements of the Listing Rules, the Articles, the PRC Company Law and any other applicable laws; or
- (b) during the period commencing one (1) month immediately preceding the earlier of:
 - (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the results of the Company for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the publishing of an announcement of the results of the Company for any year or half year under the Listing Rules, or any quarterly or other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement. No Awards may be granted during any period of delay in publishing a results announcement.

- (c) in respect of an Award to a Director, on any day on which the financial results of the Company are published and during the period of:
 - (i) sixty (60) days immediately preceding the publication date of the annual results of the Company or, if shorter, the period from the end of the relevant financial year up to the publication date of the results announcement; and

LETTER FROM THE BOARD

- (ii) thirty (30) days immediately preceding the publication date of the quarter results (if any) and half-yearly results of the Company or, if shorter, the period from the end of the relevant quarterly or half-yearly period up to the publication date of the results announcement,

for the avoidance of doubt, no Awards may be granted during any period of delay in publishing a results announcement of the Company; and

- (d) in any circumstance which is prohibited under the Listing Rules or any applicable laws or where any requisite approval from any governmental or regulatory authority has not been granted.

The H Shares underlying the Trust will not be regarded as being “in public hands” when the Trustee becomes a close associate of any core connected person by reason of holding H Shares underlying the Trust on trust for any core connected person. When making Awards to prospective Grantees, the Board or the Committee shall give due consideration and take appropriate measure to ensure that the amount of Shares held by the public will not fall below the amount prescribed by the applicable requirements of the Listing Rules.

8. Vesting Schedule

Subject to the satisfaction of all Vesting Conditions applicable to the vesting of Awarded Shares to each Grantee, the Awarded Shares held by the Trustee on behalf of such Grantee pursuant to the provision hereof shall vest in such Grantee in accordance with the applicable vesting schedule as set out in the Award Letter, and the Trustee shall cause the Awarded Shares to be transferred to such Grantee in accordance with the Scheme Rules. The Awards granted under the Scheme shall be held for not less than twelve (12) months before being vested on the Eligible Participant unless under the specific circumstances set out in the rules of such Scheme.

9. Lapse of the Award

If any Participant fails to fulfil the Vesting Conditions applicable to the relevant Award(s), the relevant Award made to such Grantee shall automatically lapse forthwith, the Award(s) may also lapse upon the occurrence of a Partial Lapse or Total Lapse and in each instance, the relevant Awarded Shares shall not vest on the relevant Vesting Date but the relevant Awarded Shares shall become Returned Shares for the purpose of the Scheme.

10. Voting Rights and Dividends

Any Shares held by the Trustee as a holder of Shares shall not carry any voting right unless and until the Trustee has transferred and vested the legal and beneficial ownership of such Awarded Shares to and in the Grantee in accordance with the Scheme Rules.

The Trustee or Trust Holdco shall not exercise the voting rights in respect of any H Shares underlying the Trust held by it as nominee or under the Trust (including but not limited to any Awarded Shares and Returned Shares). All other rights and powers in respect of any H Shares underlying the Trust held by it as nominee or under the Trust (if any) shall be exercised by the Trustee or Trust Holdco in accordance with the instructions of the Company.

The Grantee shall not have any interest or rights (including the right to voting, dividends, transfer and other rights) other than a contingent interest in the Awarded Shares prior to the Vesting Date.

11. Alteration and Termination

(1) Alteration

Any alteration to the provisions of the Scheme or the Scheme Rules must comply with the Articles, Chapter 17 of the Listing Rules and the notes thereto and the supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time (including the supplementary guidance to all issuers relating to share option/award schemes), to the extent that such rules, guidance and interpretation are applicable to the Scheme.

Subject to compliance with the Listing Rules, the Articles, the PRC Company Law and any other applicable laws (including but not limited to the Listing Rules), the Scheme Rules may be altered in any respect by a resolution of the Board provided that no such alteration shall operate to materially and adversely affect any subsisting rights of any Grantee. The Board's determination as to whether any proposed alteration to the Scheme would be material and adverse to the Grantee shall be conclusive and final, provided that such decision is made in accordance with the Listing Rules, the Articles, the PRC Company Law and any other applicable laws.

LETTER FROM THE BOARD

(2) Termination

The Scheme shall terminate on the earlier of:

- (a) the tenth (10th) anniversary date of the Adoption Date, except in respect of any non-vested Awarded Shares granted hereunder prior to the expiration of the Scheme, the provisions of the Scheme shall remain in full force and effect to the extent necessary to give effect to the vesting of such Awarded Shares granted or otherwise as may be required in accordance with the provisions of the Scheme; and
- (b) such date as determined by the Board or the Committee provided that such termination shall not affect any subsisting rights of any Grantee hereunder.

In the event that any proposed early termination would affect any subsisting rights of any Grantees, such early termination shall be subject to the approval of such Grantee(s).

Upon termination, no further grant of Award or Awarded Shares may be made under the Scheme and all the Awards of the Grantee granted under the Scheme shall continue to be valid and effective and all the Award shall become vested in the Grantee according to the terms and conditions of the Award or on such date of termination subject to the decision of the Board or the Committee, save in respect of Total Lapse or Partial Lapse.

III. REASONS FOR AND BENEFITS OF THE ADOPTION OF THE 2024 H SHARE INCENTIVE SCHEME

Please refer to the paragraph headed “Letter from the Board — II. Proposed Adoption of the 2024 H Share Incentive Scheme — 1. Purposes” in this circular. The Directors are of the view that the adoption of the 2024 H Share Incentive Scheme will realize the aforesaid goals, and that the Scheme Rules are on normal commercial terms, which are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

IV. LISTING RULES IMPLICATIONS

The 2024 H Share Incentive Scheme does not involve any issue of new shares or granting of option for any new Shares. The Scheme constitutes a share scheme funded by existing shares under Chapter 17 of the Listing Rules, and therefore shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules.

LETTER FROM THE BOARD

V. PROPOSED AUTHORIZATION TO THE BOARD AND/OR THE COMMITTEE TO HANDLE MATTERS PERTAINING TO THE 2024 H SHARE INCENTIVE SCHEME

The Board proposed to grant authorization to the Board and/or the Committee to act as the body with the power and authority to administer the 2024 H Share Incentive Scheme in accordance with the Scheme Rules upon approval from the Shareholders at the EGM, including but not limited to the power to:

- 1) interpret and construe the provisions of the Scheme Rules;
- 2) appoint and delegate powers to the Committee in accordance with the Scheme Rules;
- 3) determine the persons (if any) who shall be granted an Award, the amount of the Award and terms of the Award, including but not limited to conditions, restrictions and limitations to the grant and satisfactory performance of the Grantee and the Vesting Period;
- 4) evaluate and manage the performance indicators and to determine the fulfilment of Vesting Conditions;
- 5) subject to the provisions of the Scheme Rules, make adjustments to the terms of the Awards granted under the Scheme as it deems necessary;
- 6) to amend or make changes to such arrangements, guidelines, procedures and/or rules and regulations in respect of the Scheme;
- 7) prescribe the form(s) or instruments for granting an Award;
- 8) the right for the Company to determine clawback provisions, namely to forfeit all the outstanding Awards granted (where applicable) to the relevant Grantee but not yet vested and exercised without the approval of the relevant Grantee in the occurrence of events specified under the Scheme Rules;
- 9) on behalf of the Company, provide instructions to the Trustee in relation to the purchase, sale or transfer of the Awarded Shares in accordance with the Scheme Rules;
- 10) decide on the engagement of professional parties for the purpose of the Scheme and sign, execute and implement any agreements, deeds or other documents as they relate to the Scheme; and
- 11) make such other decisions or determinations as it shall deem appropriate in relation to the granting of an Award and/or the administration of the Scheme.

LETTER FROM THE BOARD

VI. PUBLIC FLOAT

The Company shall take appropriate measures to ensure compliance with the public float requirements as stipulated in the Listing Rules and/or as required by the Stock Exchange from time to time.

VII. CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the holders of H Shares who are entitled to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Wednesday, June 26, 2024 to Friday, June 28, 2024, both dates inclusive, during which period no transfers of H Shares will be effected. In order to qualify to attend and vote at the EGM, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of the H Shares with the Company's H Share registrar in respect of H Shares, namely, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, June 25, 2024.

VIII. VOTING

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, no Shareholder will be required to abstain from voting at the EGM.

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at a general meeting 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.

IX. RECOMMENDATION

The Directors are of the view that the proposed resolutions at the EGM are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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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)

NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second extraordinary general meeting (the “**EGM**”) of Tian Tu Capital Co., Ltd. (the “**Company**”) will be held at 23/F-3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC, on Friday, June 28, 2024 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed adoption of the 2024 H Share Incentive Scheme; and
2. To consider and approve the proposed authorization to the Board and/or the Committee to handle matters pertaining to the 2024 H Share Incentive Scheme.

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
June 13, 2024

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

NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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 and the Stock Exchange at 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 9:30 a.m. on June 27, 2024) 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 list of holders of H shares who are entitled to attend the EGM, the H share register of members of the Company will be closed from Wednesday, June 26, 2024 to Friday, June 28, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, June 25, 2024 for registration.
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 for any enquiries in respect of the EGM.