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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

—— 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)

**(1) CHANGE IN THE USE OF NET PROCEEDS
FROM THE GLOBAL OFFERING; AND
(2) NOTICE OF THE 2024 THIRD 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 July 26, 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 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) 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.

July 10, 2024

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DEFINITIONS

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”	the 2024 third extraordinary general meeting of the Company to be held for the matters as set out in this circular
“Global Offering”	the global offerings of the Company
“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 9, 2024, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein
“Listing Date”	October 6, 2023, being the date on which the H Shares were listed on the Stock Exchange and permitted to commence trading on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the Company’s Working Capital Forecast Memorandum submitted to the Stock Exchange at the time of its listing
“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

DEFINITIONS

“PRC Company Law”	The Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“Prospectus”	the prospectus of the Company dated December 31, 2021
“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 A 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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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

July 10, 2024

To the Shareholders

Dear Sir or Madam,

**(1) CHANGE IN THE USE OF NET PROCEEDS
FROM THE GLOBAL OFFERING; AND
(2) NOTICE OF THE 2024 THIRD EXTRAORDINARY
GENERAL MEETING**

LETTER FROM THE BOARD

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 Friday, July 26, 2024 at 9:30 a.m. to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM. For the details of the proposed resolution at the EGM, please also refer to the announcement of the Company dated July 10, 2024 in relation to the change in the use of net proceeds from the Global Offering.

II. MATTERS TO BE RESOLVED AT THE EGM

(1) Change in the Use of Net Proceeds from the Global Offering

Reference is made to the announcement of the Company dated July 10, 2024 (the "**Announcement**") in relation to the change in the use of net proceeds from the Global Offering.

The Company's net proceeds from the Global Offering were approximately RMB950.7 million (after being converted into RMB).

LETTER FROM THE BOARD

As of June 30, 2024, net proceeds of approximately RMB596.1 million have been utilized, and approximately RMB354.6 million remains unutilized (the “**Remaining Net Proceeds**”). The amount of the net proceeds has been updated to reflect certain adjustments to the actual issuance cost in connection with the Global Offering based on the final invoices received by the Company.

The proposed changes in the use of net proceeds, the use of unutilized net proceeds and the expected timeline for the use of the remaining unutilized net proceeds as of June 30, 2024 are as follows:

No.	Use of net proceeds	Original allocation of net proceeds <i>(RMB million)</i>	Original percentage of net proceeds <i>(%)</i>	Amount utilized as of June 30, 2024 <i>(RMB million)</i>	Amount unutilized as of June 30, 2024 <i>(RMB million)</i>	Revised allocation of the unutilized net proceeds <i>(RMB million)</i>	Updated timeline for the use of the unutilized net proceeds
1	Private equity fund management business						
	Provide capital to fund management business	332.7	35.0%	256.5	76.2	336.7	By the end of 2025
	Invest in talent to support expansion of fund management business	142.6	15.0%	9.6	133.0	4.7	By the end of 2024
	Invest in external professional support for fund management business	95.1	10.0%	29.3	65.8	3.9	By the end of 2025
	Invest in office and IT infrastructure	47.5	5.0%	—	47.5	—	—
2	Direct investment business						
	Direct investment	118.8	12.5%	115.7	3.1	3.1	By the end of 2025
	Facilitate repayment of indebtedness and optimize capital structure	95.1	10.0%	92.5	2.6	2.6	By the end of 2024
	Invest in post-investment support and direct investment capabilities	23.8	2.5%	—	23.8	1.0	By the end of 2025
3	General corporate purposes	95.1	10.0%	92.5	2.6	2.6	By the end of 2024
	Subtotal	950.7	100.0%	596.1	354.6	354.6	

Note: All figures are subject to rounding to 1 decimal place. The amount set out herein has been converted and exchanged from the original HKD denomination of the net proceeds.

LETTER FROM THE BOARD

Save as disclosed above, there are no other changes in the intended use of net proceeds.

Reasons for and Benefits of the Change in the Use of Net Proceeds from the Global Offering

On July 10, 2024, the Board reviewed and approved the proposed change in the use of net proceeds in order to facilitate further growth of the Company's private equity fund management business through selectively deploying our own capital in the new funds to be managed by the Company based on the latest market developments. The Company has assessed the prospective funds formation opportunities and considers that these potential new funds will strengthen the Group's position in the fund management business and further expand the Group's assets under management. The Company remains committed to other aspects of the intended use of net proceeds as detailed in the forgoing table. However, the investment landscape and the overall macro environments keep changing rapidly. To better adapt to such trends, the Company would like to prioritize the use of the Remaining Net Proceeds according to our strategies and latest business plans for a more efficient and imminent use of capital. Where suitable opportunities are identified for other uses as detailed in the Prospectus in the future, the Company will meet such development plans with recourses of the Group, including but not limited to cash flows generated from the Group's operations and/or the unutilized net proceeds remaining for such purposes as appropriate.

The change in the use of net proceeds from the Global Offering is a prudent decision based on the opportunities that the Company encountered through its principal business in managing private equity funds. The Board is of the view that to revise the utilization of the Remaining Net Proceeds in wake of changing market dynamics would enable the Group to apply its financial resources more efficiently and to capture business opportunities for the Group's revenue growth.

The Board confirms that there has been no material change in the nature of the Company's business as set out in the Prospectus and considers that the change in the use of the net proceeds from the Global Offering will not have any material adverse effect on the existing business of the Group. The aforesaid change in the use of net proceeds from the Global Offering is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

Pursuant to the relevant provisions of the articles of association of the Company and relevant laws and regulations, the proposed change in the use of net proceeds from the Global Offering 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, 2024 that an ordinary resolution to consider and approve the change in use of net proceeds will be proposed at the third extraordinary general meeting of 2024 of the Company (the “EGM”) which will be held on Friday, July 26, 2024 at 9:30 a.m. the register of members of the Company will be closed from Wednesday, July 24, 2024 to Friday, July 26, 2024, both dates inclusive, during which period no transfer of shares will be registered. 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 Floor 23–2F, Tower 1, Building B, Intelligence Plaza, No. 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of unlisted shares of the Company) no later than 4:30 p.m. on Tuesday, July 23, 2024.

A circular containing, among other things, the details of the proposed change in use of net proceeds and a notice of the EGM, as well as the related proxy forms, will be despatched to the Shareholders in due course.

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.

LETTER FROM THE BOARD

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 2024 THIRD EXTRAORDINARY GENERAL MEETING

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(Stock Code: 1973)

NOTICE OF THE 2024 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 third 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, July 26, 2024 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the change in the use of net proceeds from the global offering as proposed in the circular of the Company dated July 10, 2024.

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, 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 THE 2024 THIRD 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 July 25, 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, July 24, 2024 to Friday, July 26, 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, July 23, 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.