**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**



**If you are in doubt** about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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 or 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

**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)**

# PROPOSED 2026 INTERIM PROFIT DISTRIBUTION PLAN; AND NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

---

All capitalized terms used in this circular have the meanings set out in the section headed "Definitions" in this circular.

The EGM will be held at the Conference Room of the Company, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Tian'an Community, Shatou Street, Futian District, Shenzhen, the PRC on Friday, September 18, 2026 at 9:30 a.m. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

The form of proxy for use in connection with the EGM is enclosed herewith. The form of proxy 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).

If you intend to attend the EGM by proxy, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (which is 9:30 a.m. on Thursday, September 17, 2026 (or other date in the event of any adjournment thereof)). Completion and return of the form of proxy 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.

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

August 27, 2026

# TABLE OF CONTENTS


**DEFINITIONS** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . 1

**LETTER FROM THE BOARD** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . 3

**NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . EGM-1

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

| | |
|---|---|
| "Board" | the board of Directors |
| "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 whose H shares of which are listed on the Main Board of the Stock Exchange and Unlisted Shares are quoted on the NEEQ |
| "EGM" | the 2026 second extraordinary general meeting of the Company to be held on Friday, September 18, 2026 |
| "H Share(s)" | the overseas listed foreign ordinary 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 |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| "NEEQ" | the National Equities Exchange and Quotations Co., Ltd. |
| "PRC" | the People's Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan |
| "Proposed Interim Dividend" | the proposed interim cash dividend of RMB1.50 per 10 Shares (tax inclusive) for the six months ended June 30, 2026 |
| "Record Date" | Friday, September 18, 2026, being record date for determining the entitlement of the Shareholders to attend and vote at the EGM |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Share(s)" | the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising the Unlisted Shares and the H Shares |

| | |
|---|---|
| "Shareholder(s)" | the holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Unlisted Share(s)" | ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are quoted on the NEEQ |

**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)**

*Executive Director:*
Mr. Wang Yonghua
Mr. Feng Weidong
Ms. Zou Yunli

*Non-executive Directors:*
Mr. Wang Shisheng
Mr. Li Lan
Ms. Yao Jiawen

*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:*
Room 1928, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

August 27, 2026

*To the Shareholders:*

Dear Sir or Madam,

## PROPOSED 2026 INTERIM PROFIT DISTRIBUTION PLAN; AND NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

### I. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM for the 2026 interim profit distribution plan, to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

## II. PROPOSED 2026 INTERIM PROFIT DISTRIBUTION PLAN

Reference is made to the announcement of the Company dated August 27, 2026 in relation to, among other things, the 2026 interim profit distribution plan of the Company for the six months ended June 30, 2026.

The Board approved the 2026 interim profit distribution plan on August 27, 2026, an ordinary resolution will be proposed at the EGM to consider and approve the Proposed Interim Dividend, details of which are as follows:

During the six months ended June 30, 2026, the total revenue and investment income of the Company amounted to RMB212,520,000; the net profit attributable to shareholders of the Company amounted to RMB72,235,000; the net profit attributable to shareholders of the Company (excluding non-recurring items) amounted to RMB72,274,000. As of the end of the period, the accumulated undistributed profit amounted to RMB1,302,697,000 and the capital reserve amounted to RMB4,323,151,000.

Based on the total share capital of 693,031,110 Shares as of June 30, 2026, a cash dividend of RMB1.50 (tax inclusive) per 10 Shares will be distributed to all Shareholders, amounting to a total of RMB103,954,666.50. After the distribution, the remaining undistributed profit of RMB1,198,742,000 will be carried forward. The Company's interim operations are good, its net profit is positive, its undistributed profit is sufficient and its cash flow is adequate. The distribution will not adversely affect the Company's daily operations, major investments or future sustainable development.

The Proposed Interim Dividend will be denominated and declared in RMB. Holders of Unlisted Shares will be paid in RMB and holders of H Shares will be paid in Hong Kong dollars. The exchange rate for the Proposed Interim Dividend to be paid in Hong Kong dollars shall be calculated based on the average benchmark exchange rate of RMB against Hong Kong dollars as announced by the People's Bank of China for the five business days prior to the date of the EGM.

The Proposed Interim Dividend is subject to approval by the Shareholders at the EGM.

## III. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members will be closed from Tuesday, September 15, 2026 to Friday, September 18, 2026 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with 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 at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of Unlisted Shares) by 4:30 p.m. on Monday, September 14, 2026 for registration. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Friday, September 18, 2026.

For the purpose of determining the entitlement of the Shareholders to the Proposed Interim Dividend, details of the relevant closure of the register of members and other arrangements for determining entitlement to the Proposed Interim Dividend will be set out in a separate announcement.

## IV. TAX

### 1. Tax Withholding for H-Shares

In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations which came into effect on January 1, 2008 and the Notice of the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Which are Overseas Non-resident Enterprises (關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知) issued by the State Administration of Taxation (Guo Shui Han [2008] No. 897), the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the Proposed Interim Dividend. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, enterprise income tax shall be withheld from dividends payable to such Shareholders. If holders of H Shares intend to change their Shareholder status, please enquire about the relevant procedures with the agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares.

If the individual holders of H Shares are Hong Kong or Macau residents or residents of countries which have an agreed tax rate of 10% for dividends paid to them by the PRC under the relevant tax agreements, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. If the individual holders of H Shares are residents of countries which have an agreed tax rate of less than 10% with the PRC under the relevant tax agreements, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In this case, if the relevant individual holders of H Shares wish to reclaim the excess amount withheld due to the application of the 10% tax rate, the Company may apply for the relevant refund on behalf of the holders according to the relevant agreed preferential tax treatment, provided that the relevant Shareholders submit the evidence required by the notice of the relevant tax agreement to Tricor Investor Services Limited. The Company will assist with the tax refund after approval by the competent tax authority.

If the individual holders of H Shares are residents of countries which have an agreed tax rate of over 10% but less than 20% with the PRC under the relevant tax agreements, the Company shall withhold and pay individual income tax on behalf of such holders of H Shares at the agreed actual rate in accordance with the relevant tax agreement. If the individual holders of H Shares are residents of countries which have an agreed tax rate of 20% with the PRC, or which have not entered into any tax agreement with the PRC, or otherwise, the Company shall withhold and pay individual income tax on behalf of such holders of H Shares at a rate of 20%.

**2. Tax Withholding for Unlisted Shares**

In accordance with the relevant tax rules and regulations, individual shareholders and securities investment funds are subject to the differential individual income tax policy on dividends. For shares held for one month or less, an additional tax of RMB0.30 per 10 shares shall be paid; for shares held for more than one month but not more than one year, an additional tax of RMB0.15 per 10 shares shall be paid; for shares held for more than one year, no additional tax is required.

For qualified foreign institutional investors (QFII), in accordance with the provisions of Guo Shui Han [2009] No. 47, after the Company withholds income tax at the rate of 10%, the actual dividend distributed is RMB1.35 per 10 shares.

For other institutional investors and corporate shareholders other than qualified foreign institutional investors, the Company does not withhold income tax, and the taxpayers shall pay the tax at the place where the income arises.

## V. THE EGM AND PROXY ARRANGEMENT

The notice convening the EGM at the Conference Room of the Company, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Tian'an Community, Shatou Street, Futian District, Shenzhen, the PRC on Friday, September 18, 2026 at 9:30 a.m. is set out on pages EGM-1 to EGM-2 in this circular.

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is sent to the Shareholders together with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.tiantucapital.com). If you intend to attend the EGM by proxy, you are requested to complete the form of proxy in accordance with the instructions printed thereon as soon as possible and return it to 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 at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of Unlisted Shares), but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. September 17, 2026 at 9:30 a.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so desire.

As at the date of this circular, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, no Shareholder shall be required to abstain from voting on the resolution to be proposed at the EGM, nor are there any Shareholders that shall be required to abstain from voting at the EGM.

## VI. RECOMMENDATION

The Directors (including all independent non-executive Directors) consider that the resolution set out in the notice of the EGM for consideration and approval by the Shareholders is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM as set out in the notice of the EGM.

## VII. 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*

TiantuCapital 天图投资

**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 THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2026 second extraordinary general meeting (the "**EGM**") of Tian Tu Capital Co., Ltd. (the "**Company**") will be held at the Conference Room of the Company, Unit 05, 43/F, Shenzhen Metro Real Estate Building, Shennan Avenue, Tian'an Community, Shatou Street, Futian District, Shenzhen, the PRC on Friday, September 18, 2026 at 9:30 a.m. for the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated August 27, 2026.

## ORDINARY RESOLUTION

1. To consider and approve the 2026 interim profit distribution plan of the Company.

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
August 27, 2026

*As at the date of this notice, the Board comprises Mr. Wang Yonghua, Mr. Feng Weidong and Ms. Zou Yunli as executive Directors; Mr. Wang Shisheng, Mr. Li Lan and Ms. Yao Jiawen as non-executive Directors; and Mr. Wang Shilin, Mr. Diao Yang and Mr. Tsai Lieh (alias. Tsai Leo) as independent non-executive Directors.*

*Notes*

1. All resolution 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 Listing Rules. 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/its. 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 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 at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of Unlisted Shares), at least 24 hours before the EGM (i.e. September 17, 2026 at 9:30 a.m.) 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/it so wish.

4. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members will be closed from Tuesday, September 15, 2026 to Friday, September 18, 2026 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders and Unlisted Shareholders whose names appear on the register of members of the Company on Friday, September 18, 2026 (i.e., the record date) are entitled to attend and vote at the EGM. In order to qualify for the entitlement to attend and vote at the above EGM, all transfer documents accompanied by the relevant share certificates must be lodged with 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 at 23/F-2/3, Tower 1, Building B, Intelligence Plaza, 4068 Qiaoxiang Road, Nanshan District, Shenzhen, the PRC (for holders of Unlisted Shares) by no later than 4:30 p.m. on Monday, September 14, 2026 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/it 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/its proxy should produce proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing bodies of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing bodies of such Shareholder appointing such persons to attend the meeting.

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 may contact the Company at +86 15817477702 or wangfengxiang@tiantu.com.cn for any enquiries in respect of the EGM.