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TIAN CHENG HOLDINGS LIMITED
天成控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2110)

**COMPLETION OF
PLACING OF NEW SHARES UNDER GENERAL MANDATE**

Placing Agent
PineStone 鼎石

References are made to the announcement, and the supplemental announcements of Tian Cheng Holdings Limited (the “**Company**”) dated 15 April 2026 in relation to the Placing (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement had been fulfilled and completion of the Placing (“**Completion**”) took place on 11 May 2026 in accordance with the terms and conditions of the Placing Agreement in which the Placing Agent has successfully placed 72,000,000 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon Completion have been allotted and issued to not less than six independent Placees at the Placing Price pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the Placees and where appropriate, their ultimate beneficial owner(s) is an Independent Third Parties and is not connected with, or is not acting in concert with the Company and its connected persons. None of the Placees has or will become a substantial Shareholder (as defined under the Listing Rules) immediately upon Completion.

The net proceeds from the Placing, after deduction of all relevant expenses (after deduction of placing commission and other expenses of the Placing) amounted to approximately HK\$6.9 million. The net issue price per Placing Share (after deduction of placing commission and other expenses of the Placing) is approximately HK\$0.096. All the net proceeds from the Placing will be applied for the general working capital of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and upon Completion is set out below:

	Immediately before Completion		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approx.%</i>	<i>Number of Shares</i>	<i>Approx.%</i>
Mr. Ouyang Chengguo (<i>Note</i>)	31,554,000	8.76%	31,554,000	7.30%
The Places	–	–	72,000,000	16.67%
Other public Shareholders	<u>328,446,000</u>	<u>91.24%</u>	<u>328,446,000</u>	<u>76.03%</u>
Total	<u><u>360,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>432,000,000</u></u>	<u><u>100.00%</u></u>

Note:

1. Mr. Ouyang Chengguo is the father of Mr. Ouyang Jianwen, an executive Director.

By order of the Board
Tian Cheng Holdings Limited
Zheng Yanling
Chairman and Executive Director

Hong Kong, 11 May 2026

As at the date of this announcement, the executive Directors of the Company are Ms. Zheng Yanling, Mr. Luo Hao, Mr. Ouyang Jianwen, Ms. Jiang Chunxia, Mr. Zheng Qinggui and Mr. Zhao Xu; and the independent non-executive Directors are Mr. Wan San Fai Vincent, Mr. Wen Xiaoxiao and Mr. Yin Jun.