

TIAN RUIXIANG Holdings Ltd

an exempted company incorporated in the Cayman Islands

Company No: 348817

(the Company)

Unanimous written resolutions of all the directors of the Company

passed on January 28, 2026

All of the directors of the Company (each, a **Director** and collectively, the **Directors**) pass the resolutions set out below. Capitalized terms not otherwise defined in these resolutions have the meaning given to them in the fourth amended and restated memorandum of association of the Company adopted by special resolution dated January 20, 2025 (the **Articles**).

1 Directors' interests

By signing these resolutions, each of the Directors declares that his/her interests in the matters referred to in these resolutions have been disclosed in accordance with the requirements of the Articles and he/she has duly considered the matters referred to in these resolutions and considers them to be in the commercial interests of the Company.

2 Board and Management Changes

2.1 It is noted that Mr. Ning Xue's term as a Director expires on January 19, 2026, and she has tendered her resignation effective upon such date;

2.2 It is resolved that:

- (a) The resignation of Mr. Ning Xue as a Director of the Company be and is hereby accepted with effect from January 19, 2026;
- (b) Mr. Peng Wang be and is hereby appointed as a Director of the Company to fill the vacancy, effective immediately, to serve in accordance with the Articles;
- (c) The terms of office for Ms. QinEr Zhou, Mr. Jingyu Li, and Mr. Yu He as Directors be and are hereby renewed for a period of one (1) year, effective immediately upon the expiration of their current terms; and
- (d) The Register of Directors and Officers of the Company be updated to reflect these changes and the registered office provider be instructed to make the necessary filings with the Registrar of Companies in the Cayman Islands.

3 Annual general meeting

3.1 It is proposed that the Company convene an annual general meeting (including any adjournment thereof, the **AGM**) at which the shareholders will be asked to consider, and if thought fit, approve the following (collectively, the **Proposals**):

- (a) Share Capital Increase: a proposal to approve, by ordinary resolution, with immediate effect, the increase of the Company's authorized share capital from US\$200,000,000 consisting of 1,600,000,000 shares comprising of (i) 1,520,000,000 class A ordinary shares of a par value of US\$0.125 each, and (ii) 80,000,000 class B ordinary shares of a par value of US\$0.125 each, to US\$3,750,000,000 consisting of 30,000,000,000 shares comprising of (i) 1,520,000,000 Class A Ordinary Shares of a par value of US\$0.125 each, and (ii) 28,480,000,000 Class B Ordinary Shares of a par value of US\$0.125 each (the **Share Capital Increase**);
- (b) Amendment of the M&A: a proposal to approve, by special resolution, conditional upon the approval of the Share Capital Increase and to reflect the Share Capital Increase:

The first sentence of paragraph 8 of the currently effective memorandum of association of the Company be amended and restated in its entirety to read as follows (the "**Amendment of the M&A**"):

"The authorised share capital of the Company is US\$3,750,000,000 consisting of 30,000,000,000 shares comprising of (i) 1,520,000,000 Class A Ordinary Shares of a par value of US\$0.125 each, and (ii) 28,480,000,000 Class B Ordinary Shares of a par value of US\$0.125 each.";

- (c) Board Reverse Split Authority: a proposal to approve, by ordinary resolution,
 - 1. conditional upon the approval of the Board of Directors in its sole discretion, with effect as of the date the Board of Directors may determine:
 - (i) all of the authorized, issued and outstanding shares of the Company (collectively, the "Shares") be consolidated, at any one time or multiple times within a period of three (3) years from the date of the Meeting, at the exact consolidation ratio and effective time as the Board of Directors may determine in its sole discretion, provided always that the accumulated consolidation ratio for all such share consolidation(s) (together, the "Authorized Share Consolidations", and each an "Authorized Share Consolidation") shall not be less than 2:1 nor greater than 5,000:1, with such consolidated Shares having the same rights and being subject to the same restrictions (save as to par value) as the existing Shares of such class as set out in the Company's then effective memorandum and articles of association (the Board Reverse Split Authority);
 - (ii) no fractional Shares be issued in connection with the Authorized Share Consolidation(s) and, in the event that a shareholder would otherwise be entitled to receive a fractional Share upon an Authorized Share Consolidation, the total number of Shares to be received by such shareholder be rounded up to the next whole Share; and
 - (iii) any change to the Company's authorized share capital in connection with, and as necessary to effect, the Authorized Share Consolidation(s), be and is hereby approved, such amendment to be determined by the Board of Directors in its sole discretion;

2. any one director or officer of the Company be and is hereby authorised, for and on behalf of the Company, to do all such other acts or things necessary or desirable to implement, carry out, and give effect to the Board Reverse Split Authority and Authorized Share Consolidations.

- (d) Further Amendment of the M&A: a proposal to approve, by special resolution, the Company adopting an amended and restated memorandum and articles of association in substitution for, and to the entire exclusion of, the Company's then existing amended and restated memorandum and articles of association, to reflect the relevant Authorized Share Consolidation upon its effectiveness.

- 3.2 It is noted that, in connection with the Proposals, the Company has prepared (a) a proxy statement of the Company to be included as an exhibit to be filed with a report on Form 6-K (the **Proxy Statement**) to be filed with the U.S. Securities and Exchange Commission (the **SEC**) relating to the AGM and (b) a draft notice of meeting (the **Notice**, and together with the Proxy Statement, the **Meeting Documents**) that will be sent to the shareholders of the Company in connection with the convening of the AGM, and each Director has reviewed a draft of the Meeting Documents.

It is further noted that the Proxy Statement contains (a) further details of the Proposals, including the full text of the resolution to be proposed at the AGM, and (b) the form of the instrument enabling the Eligible Members (as defined below) to appoint a proxy in respect of the AGM (the **Proxy Form**).

- 3.3 It is resolved that:

- (a) it is in the best and commercial interest of the Company to hold the AGM;
- (b) the call of the AGM by the Directors on the terms set out herein and in the Notice to consider the Proposals be and is hereby confirmed and approved;
- (c) the Proposals be and each is hereby approved for submission to the shareholders of the Company for consideration, approval, and adoption at the AGM by sending the Meeting Documents to eligible shareholders in accordance with the Articles and these written resolutions and filing such documents with the SEC; and
- (d) the approval and adoption of the Proposals by the shareholders is in the best interests of the Company and the Board hereby unanimously recommends that the Proposals be approved and adopted by the shareholders.

4 **Record date, AGM meeting date and AGM meeting format**

- 4.1 It is resolved that:

- (a) the Board hereby ratifies, confirms, and approves the action of any of the Company's officer in fixing the record date for shareholders entitled to receive notice of, attend, and vote at the AGM as the close of business on January 21, 2026, and further acknowledges that such date, or such other date as any of the Company's Directors and officers (each an **Authorised**

Person) shall further determine, shall be deemed duly authorized and effective for all purposes related to the AGM as the record date (the **Record Date**) for shareholders entitled to receive notice of, attend and vote at the AGM;

- (b) the date, time and location of the AGM be and is hereby set to February 17, 2026 (the **Meeting Date**) at 10:00 a.m. Beijing Time, at 2107, Block B, Shoudong International, Dongcheng District, Beijing, People's Republic of China; and
- (c) the provision of notice of the Record Date and Meeting Date for the AGM by the Company to the Nasdaq Stock Market and any other relevant person or authority be and are hereby confirmed, authorised and approved.

5 Chairman of the AGM

- 5.1 It is resolved that, pursuant to Article 59 of the Articles, [XU Baohai], as the current chairman of the Board, will preside as the chairman at the AGM.

6 Proxy Agent

- 6.1 It is resolved that
 - (a) the Board hereby appoints TranShare Corporation (the **Proxy Agent**) to act as the Company's proxy solicitation and tabulation agent in connection with the AGM;
 - (b) the Proxy Agent is authorized and directed to assist with the distribution of meeting materials, collection and tabulation of proxies and voting instructions, verification of shareholder votes, and any other actions necessary or appropriate to facilitate the conduct of the AGM, in accordance with applicable laws and regulations; and
 - (c) any Authorized Person be and is hereby authorized to negotiate, finalize, execute, and deliver any engagement letters, instructions, or other documents as may be necessary or desirable to effect the appointment of the Proxy Agent and to take any further actions such Authorized Person may deem necessary or advisable in connection therewith.

7 Notice, Proxy Statements and proxies

- 7.1 It is resolved that:
 - (a) the Meeting Documents, subject to such amendments and additions as any Authorised Person shall determine in consultation with legal counsel to the Company, be and are hereby approved, and be sent in accordance with the Articles to all persons who are shareholders of the Company on the Record Date (the **Eligible Members**);
 - (b) the Proxy Form is approved with Eligible Members entitled to return such Proxy Form to the Company by the time, to the place and otherwise in the manner set out in the Meeting Documents;
 - (c) the Authorised Persons be, and each of them hereby is, authorised, empowered and directed,

for and on behalf of the Company, to solicit proxies on behalf of the Company and in connection therewith to appoint and engage a proxy solicitor and an inspector of election in connection with the AGM, and each Authorised Person is hereby authorised, empowered and directed to negotiate, execute and deliver all such agreements or other documents, and to pay all such fees and expenses, as such Authorised Person or Authorised Persons may deem necessary to facilitate such appointments;

- (d) each Authorised Person be and is authorised to instruct the proxy solicitor to initiate broker searches in connection with the Record Date and the AGM; and
- (e) the Authorised Persons be, and each of them hereby is, authorised, empowered and directed, for and on behalf of the Company, to sign and file, or cause to be filed, with the SEC or any applicable state securities commissions, any or all of the Meeting Documents and any statements, reports, or other information concerning the Proposals as, in the opinion of any such Authorised Person, may be advisable or required under the Exchange Act and the Securities Act of 1933, as amended, or any rules and regulations promulgated thereunder, or any applicable state securities or similar laws together with any other documents required or appropriate therewith.

8 Filings and other actions

8.1 It is resolved that subject to approval of the Proposals by the shareholders in accordance with the Articles and applicable law:

- a) each Authorised Person be authorised to undertake any such action as may be necessary to implement and effect the Proposal;
- b) the registered office provider and/or the transfer agent of the Company be authorised and instructed to update the register of members and/or the shareholders list of the Company to make all necessary changes to reflect the resolutions passed by the shareholders at the AGM;
- c) the Company's registered office provider be authorised and instructed to make all required filings with the Registrar of Companies in the Cayman Islands in accordance with the Companies Act (Revised) of the Cayman Islands in connection with the AGM and the resolutions passed at the AGM, including the filing of the applicable resolutions and any new amended and restated memorandum and articles of association;
- d) in order for the Company to comply with all applicable requirements and regulations of federal, state, local and foreign administrative or governmental agencies in each jurisdiction where the Company conducts any business or owns any property or assets or where otherwise necessary or advisable, the Authorised Persons be, and each of them with full power to act without the others hereby is, authorised to prepare, or cause to be prepared with or without the assistance of counsel, execute and/or file, or cause to be executed and/or filed, on behalf of the Company, all reports, statements, documents and information required to be filed by the Company with any administrative or governmental agency or agencies (including with the SEC) as may, in their judgment, be required in connection with the matters contemplated by or referred to in the

foregoing resolutions; and

- e) the Company shall give, make, sign, execute and deliver all such notes, deeds, agreements, letters, notices, certificates, acknowledgements, instructions, and other documents (whether of a like nature or not) (the **Ancillary Documents**) as may in the sole opinion and absolute discretion of any Authorised Person be considered necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the matters contemplated by the foregoing resolutions, and the Company shall do all such acts and things as might in the sole opinion and absolute discretion of any Authorised Person be necessary or desirable for the purposes stated above.

9 Further actions

It is resolved that any Authorised Person be authorised to take such further actions or procure that such further actions are taken, as such person may consider necessary or desirable to implement the matters referred to in the foregoing resolutions.

10 Ratification

It is resolved that any and all actions of the Company, or of any Authorised Person, taken in connection with the actions contemplated by these resolutions prior to the execution hereof be and hereby are ratified, confirmed, approved and adopted on behalf of the Company in all respects as fully as if such action(s) had been presented to for approval, and approved by, all the Directors prior to such action being taken.

[Signatures on Following Page]

These resolutions may be signed in any number of counterparts, all of which taken together constitute one and the same document, and these resolutions are effective as of the date first set forth above.

Bao hai Xu

XU Baohai
Director

ZHOU QinEr
Director

HE Yu
Director

LI Jingyu
Director

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XU Baohai
Director

ZHOU QinEr
Director

HE Yu
Director

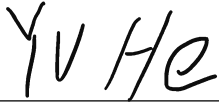
Jing Yu Li

LI Jingyu
Director

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XU Baohai
Director

ZHOU QinEr
Director

Handwritten signature of Yu He in black ink, consisting of stylized Chinese characters.

HE Yu
Director

LI Jingyu
Director

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XU Baohai

Director



ZHOU QinEr

Director

HE Yu

Director

LI Jingyu

Director