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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 6-K**

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**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
under the Securities Exchange Act of 1934**

**For the month of November 2024**

**Commission file number: 001-41516**

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**TH International Limited**

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**2501 Central Plaza  
227 Huangpi North Road  
Shanghai, People's Republic of China, 200003  
+86-021-6136-6616  
(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	<a href="#">Press Release</a>
99.2	<a href="#">Notice of Extraordinary General Meeting of Shareholders</a>
99.3	<a href="#">Form of Proxy for Shareholders</a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**TH International Limited**

/s/ Yongchen Lu

Yongchen Lu

Chief Executive Officer

Date: November 29, 2024

## Tim's China Announces Extraordinary General Meeting

SHANGHAI and NEW YORK, November 29, 2024 (GLOBE NEWSWIRE) -- TH International Limited (Nasdaq: THCH) ("we" or "the Company,") today announced that it will hold an extraordinary general meeting of Shareholders (the "Meeting") at 10 P.M. on December 20, 2024, Beijing time (9 A.M. on December 20, 2024, U.S. Eastern time) at 2501 Central Plaza, 227 Huangpi North Road, Shanghai, People's Republic of China, 200003. The Company has established the close of business on November 22, 2024, Eastern time (the "Record Date"), as the record date for determining shareholders entitled to notice of, and to vote at, the Meeting and any adjournments or postponements thereof.

The purpose of the Meeting is to effect a share consolidation of every five (5) ordinary shares with a par value of US\$0.00000939586994067732 each in the Company's issued and unissued share capital which will be and are hereby consolidated into one (1) ordinary share with a par value of US\$0.0000469793497033866 and every five (5) shares with a par value of US\$0.00000939586994067732 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company in the Company's issued and unissued share capital which will be and are hereby consolidated into one (1) share with a par value of US\$0.0000469793497033866 (together, the "**Share Consolidation**"), such that as a result of the Share Consolidation, the authorized share capital of the Company shall be US\$5,000 divided into 100,000,000 ordinary shares with a nominal or par value of US\$0.0000469793497033866 each and 6,429,740.547038 shares with a nominal or par value of US\$0.0000469793497033866 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company.

Subject to obtaining the relevant shareholders' approval at the Meeting, the Share Consolidation will be effective at 5 P.M. on December 31, 2024, U.S. Eastern time, and the ordinary shares are expected to begin trading on a post-Share Consolidation basis on the Nasdaq Capital Market when markets open on the next business trading day under the new CUSIP/ISIN numbers.

Copies of the notice of the Meeting and the form of proxy are available on the Company's corporate investor relations website at <https://ir.timschina.com>.

### ABOUT TH INTERNATIONAL LIMITED

TH International Limited (Nasdaq: THCH) ("Tims China") is the parent company of the exclusive master franchisees of Tim Hortons coffee shops in mainland China, Hong Kong and Macau. Tims China was founded by Cartesian Capital Group and Tim Hortons Restaurants International, a subsidiary of Restaurant Brands International (TSX: QSR) (NYSE: QSR).

The Company's philosophy is rooted in world-class execution and data-driven decision making and centered around true local relevance, continuous innovation, genuine community, and absolute convenience. For more information, please visit <https://www.timschina.com>.

### FORWARD-LOOKING STATEMENTS

Certain statements in this earnings release may be considered forward-looking statements within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995, such as the Company's ability to further grow its business and store network, optimize its cost structure, improve its operational efficiency, and achieve profitable growth. Forward-looking statements are statements that are not historical facts and generally relate to future events or the Company's future financial or other performance metrics. In some cases, you can identify forward-looking statements by terminology such as "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "target," "plan," "expect," or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied by such forward looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by the Company and its management, as the case may be, are inherently uncertain and subject to material change. Factors that may cause actual results to differ materially from current expectations include various factors beyond management's control, including, but not limited to, general economic conditions and other risks, uncertainties and factors set forth in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in the Company's Annual Report on Form 20-F, and other filings it makes with the Securities and Exchange Commission. Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this communication, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. Except as required by law, the Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions, or circumstances on which any statement is based.

### INVESTOR AND MEDIA CONTACTS

#### Investor Relations

Gemma Bakx  
IR@timschina.com, or gemma.bakx@cartesiangroup.com

#### Public and Media Relations

Patty Yu  
Patty.Yu@timschina.com

**TH International Limited**

(Incorporated in the Cayman Islands with limited liability)  
(Nasdaq: THCH)

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

To Be Held on December 20, 2024, Beijing Time  
(or any adjournment(s) or postponement(s) thereof)

Notice is hereby given the extraordinary general meeting of shareholders (the “EGM”) of TH International Limited (the “Company”) will be held at 10 P.M. on December 20, 2024, Beijing time (9 A.M. on December 20, 2024, U.S. Eastern time) at 2501 Central Plaza, 227 Huangpi North Road, Shanghai, People’s Republic of China, 200003, for the purpose of considering and, if thought fit, passing and approving the following resolution:

**Proposal: Share Consolidation**

By ordinary resolutions that:

(i) with effect from 5 P.M. on December 31, Eastern time:

(a) every five (5) ordinary shares with a par value of US\$0.00000939586994067732 each in the Company’s issued and unissued share capital be and are hereby consolidated into one (1) ordinary share (each a “**Consolidated Ordinary Share**”) with a par value of US\$0.0000469793497033866 and every five (5) shares with a par value of US\$0.00000939586994067732 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company in the Company’s issued and unissued share capital be and are hereby consolidated into one (1) share (together with the Consolidated Ordinary Shares, the “**Consolidated Shares**”) with a par value of US\$0.0000469793497033866 (together, the “**Share Consolidation**”) and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the second amended and restated memorandum and articles of association of the Company currently in effect (the “**M&A**”); and

(b) as a result of the Share Consolidation, the authorized share capital of the Company shall be changed

**FROM** US\$5,000 divided into 500,000,000 ordinary shares with a nominal or par value of US\$0.00000939586994067732 each and 32,148,702.73519 shares with a nominal or par value of US\$0.00000939586994067732 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company

**TO** US\$5,000 divided into 100,000,000 ordinary shares with a nominal or par value of US\$0.0000469793497033866 each and 6,429,740.547038 shares with a nominal or par value of US\$0.0000469793497033866 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company;

(iii) any one or more of Directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation;

(iv) the Company’s registered office provider be instructed to make all necessary filings with the Registrar of Companies in the Cayman Islands in connection with the Share Consolidation; and

(v) the Company’s share registrar and/or transfer agent be instructed to update the register of members of the Company and that upon the surrender to the Company of the existing share certificates (if any) that they be cancelled and that any Director be instructed to prepare, sign, seal and deliver on behalf of the Company new share certificates accordingly.

The Share Consolidation will require approval by ordinary resolution, being a resolution passed by a simple majority of the Shareholders as, being entitled to do so, vote in person or by proxy at the EGM.

By order of the Board

/s/ Peter Yu

Chairman

Dated: November 29, 2024

Registered Office:

c/o Maples Corporate Services Limited

PO Box 309, Umland House

Grand Cayman

KY1-1104, Cayman Islands

## NOTES

### **IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE EGM IN PERSON OR SEND IN A SPECIFIC PROXY.**

1. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
2. Any standing proxy previously deposited by a shareholder with the Company will be voted in favor of the resolutions to be proposed at the EGM unless revoked prior to the EGM or the shareholder attends the EGM in person or executes a specific proxy.
3. A form of proxy for use at the EGM is enclosed. Such proxy statement will also be furnished to the U.S. Securities and Exchange Commission (the “SEC”), under cover of Form 6-K. Whether or not you propose to attend the EGM in person, you are strongly advised to complete and sign the enclosed form of proxy in accordance with the instructions printed on it and then deposit it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the offices of 2501 Central Plaza, 227 Huangpi North Road, Shanghai, People’s Republic of China, 200003, Attention: Peter Yu, or send copies of the foregoing by email to IR@timschina.com marked for the attention of Proxy Operation, as soon as possible and in any event not later than 11:59 P.M. on December 17, 2024, Eastern time, for the holding of the EGM or adjourned EGM in accordance with the Current M&A of the Company. Returning the completed form of proxy will not preclude you from attending the EGM and voting in person if you so wish.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company’s register of shareholders in respect of the relevant shares.
5. A shareholder holding more than one share as of the Record Date (as defined below) entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
6. One or more shareholders holding at least a majority of the paid up voting share capital of the Company present in person or by proxy or if a corporation or other non-natural person by its duly authorised representative or proxy and entitled to vote at the EGM shall form a quorum.
7. In accordance with Article 73 of the Current M&A of the Company, the chairman, if any, of Directors shall preside as chairman at every general meeting of the Company. The current chairman of the Board is Peter Yu, thus he shall preside as the chairman of the EGM.
8. In accordance with Article 169 of the Current M&A of the Company, the Company has established the close of business on November 22, 2024, Eastern time (the “**Record Date**”), as the record date for determining shareholders entitled to notice of, and to vote at, the EGM and any adjournments or postponements thereof.

TH International Limited

(the "Company")

FORM OF PROXY FOR SHAREHOLDERS

I/We \_\_\_\_\_  
Please Print Name(s)

of \_\_\_\_\_  
Please Print Address(es)

Being (a) shareholder(s) of the Company holding \_\_\_\_\_ ordinary shares respectively hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her

\_\_\_\_\_ of \_\_\_\_\_

or failing him/her the duly appointed chairman of the EGM (the "Chairman") as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of the shareholders of the Company (the "EGM") to be held at 10 P.M. on December 20, 2024, Beijing time (9 A.M. on December 20, 2024, U.S. Eastern time) at 2501 Central Plaza, 227 Huangpi North Road, Shanghai, People's Republic of China, 200003, and at any adjournment of the EGM. My proxy is instructed to vote on a poll on the resolutions in respect of the matters specified in the Notice of the EGM as indicated below:

\_\_\_\_\_



**Proposal 1: Share Consolidation**

**For      Against      Abstain**

By ordinary resolutions that:

(i) with effect from 5 P.M. on December 31, Eastern time:

(a) every five (5) ordinary shares with a par value of US\$0.00000939586994067732 each in the Company's issued and unissued share capital be and are hereby consolidated into one (1) ordinary share (each a "**Consolidated Ordinary Share**") with a par value of US\$0.0000469793497033866 and every five (5) shares with a par value of US\$0.00000939586994067732 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company in the Company's issued and unissued share capital be and are hereby consolidated into one (1) share (together with the Consolidated Ordinary Shares, the "**Consolidated Shares**") with a par value of US\$0.0000469793497033866 (together, the "**Share Consolidation**") and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the second amended and restated memorandum and articles of association of the Company currently in effect (the "**M&A**"); and

(b) as a result of the Share Consolidation, the authorized share capital of the Company shall be changed

**FROM** US\$5,000 divided into 500,000,000 ordinary shares with a nominal or par value of US\$0.00000939586994067732 each and 32,148,702.73519 shares with a nominal or par value of US\$0.00000939586994067732 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company

**TO** US\$5,000 divided into 100,000,000 ordinary shares with a nominal or par value of US\$0.0000469793497033866 each and 6,429,740.547038 shares with a nominal or par value of US\$0.0000469793497033866 each of such class or classes (however designated) as the board of directors of the Company may determine in accordance with memorandum and articles of association of the Company;

(iii) any one or more of Directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation;

(iv) the Company's registered office provider be instructed to make all necessary filings with the Registrar of Companies in the Cayman Islands in connection with the Share Consolidation; and

(v) the Company's share registrar and/or transfer agent be instructed to update the register of members of the Company and that upon the surrender to the Company of the existing share certificates (if any) that they be cancelled and that any Director be instructed to prepare, sign, seal and deliver on behalf of the Company new share certificates accordingly.

If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

In the case of joint holders the senior holder (see note 4 below) should sign.

Please provide the names of all other joint holders: \_\_\_\_\_

## NOTES

### **IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE EGM IN PERSON OR COMPLETE AND SEND IN THIS FORM APPOINTING A SPECIFIC PROXY.**

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which the Chairman will be appointed as your proxy.
- 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favor of the resolutions to be proposed at the EGM unless revoked prior to the EGM or the shareholder attends the EGM in person or completes and returns this form appointing a specific proxy.
- 3 Whether or not you propose to attend the relevant meeting(s) in person, you are strongly advised to complete, sign and return this form of proxy in accordance with these instructions. To be valid, this form must be completed and deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the offices of 2501 Central Plaza, 227 Huangpi North Road, Shanghai, People's Republic of China, 200003, Attention: Peter Yu , or send copies of the foregoing by email to IR@timschina.com marked for the attention of Proxy Operation, as soon as possible and in any event not later than 11:59 P.M. on December 17, 2024, Eastern time, for holding the relevant meeting or any adjourned meeting. Returning this completed form of proxy will not preclude you from attending the relevant meeting(s) and voting in person if you so wish.
- 4 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares. The senior holder should sign this form, but the names of all other joint holders should be stated on the form in the space provided.
- 5 If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.
- 6 This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of some officer or attorney duly authorized for that purpose.
- 7 Any alterations made to this form must be initialed by you.
- 8 A proxy may only vote on a poll.
- 9 One or more holders of shares holding at least a majority of the paid up voting share capital of the Company present in person or by proxy or if a corporation or other non-natural person by its duly authorised representative or proxy and entitled to vote at the EGM shall form a quorum
- 10 In accordance with Article 73 of the M&A of the Company, the chairman, if any, of the Directors shall preside as chairman at every general meeting of the Company. The current chairman of the Board is Peter Yu, thus he shall preside as the chairman of the EGM.
- 11 A shareholder holding more than one share as of the Record Date (as defined below) entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
- 12 In accordance with Article 169 of the M&A of the Company, the Company has established the close of business on November 22, 2024, Eastern time (the "**Record Date**"), as the record date for determining shareholders entitled to notice of, and to vote at, the EGM and any adjournments or postponements thereof.