
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your securities broker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianjin Tianbao Energy Co., Ltd.*, you should at once hand this circular, the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, securities broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Tianjin Tianbao Energy Co., Ltd.*

天津天保能源股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1671)

**REPORT OF THE BOARD FOR THE YEAR 2019,
REPORT OF THE SUPERVISORY BOARD FOR THE YEAR 2019,
ANNUAL REPORT FOR THE YEAR 2019,
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2019,
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019,
FINANCIAL BUDGET FOR THE YEAR 2020,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019,
REMUNERATION PLAN FOR DIRECTORS FOR THE YEAR 2020,
REMUNERATION PLAN FOR SUPERVISORS FOR THE YEAR 2020,
RE-APPOINTMENT OF THE COMPANY'S AUDITORS FOR THE YEAR 2020,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF
THE GENERAL MEETING,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF 2019 ANNUAL GENERAL MEETING**

The letter from the Board is set out on pages 3 to 13 of this circular.

A notice dated April 23, 2020 convening the AGM to be held at 10 a.m. on June 15, 2020 (Monday) at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC is set out on pages 23 to 27 of this circular.

The proxy form for the AGM has been posted to you on April 23, 2020. Whether or not you are able to attend the AGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon. In case of H Shareholders, the proxy form must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible; in case of Domestic Shareholders, the proxy form must be lodged with the head office of the Company in the PRC, at No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC as soon as possible; but in any event, not less than 24 hours before the time scheduled for holding the relevant meeting (or any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof if you so desire.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the same to (in case of H Shareholders) the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, at No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC on or before May 26, 2020 (Tuesday) in accordance with the instructions printed thereon.

* For identification purpose only

April 23, 2020

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DEFINITIONS

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

“AGM”	the 2019 annual general meeting of the Company to be held by the Company at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC at 10 a.m. on June 15, 2020 (Monday)
“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board”	the board of Directors
“Company”	Tianjin Tianbao Energy Co., Ltd.* (天津天保能源股份有限公司), a joint stock company with limited liability incorporated in the PRC on February 28, 2017, and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1671)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Company and its subsidiary
“H Share(s)”	overseas-listed foreign ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the Main Board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong dollar(s)” or “HKD”	the lawful currency of Hong Kong, Hong Kong dollars

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Board by the Shareholders at the AGM to issue not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the relevant special resolution of the Company, at any time during the period specified in the relevant special resolutions set out in the notice of the AGM, and make corresponding amendments to the Article of Association as and when deemed appropriate
“Latest Practicable Date”	April 16, 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“RMB”	the lawful currency of the PRC, Renminbi, the basic unit of which is “yuan”
“Share(s)”	H Share(s) and Domestic Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Board”	the board of Supervisors

** For identification purpose only*

LETTER FROM THE BOARD



Tianjin Tianbao Energy Co., Ltd.*

天津天保能源股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1671)

Executive Directors:

Mr. ZHOU Shanzhong (*Chairman*)
Mr. XING Cheng
Mr. MAO Yongming
Mr. PENG Chong

Registered Address in the PRC:

No. 35 Haibinba Road
Tianjin Port Free Trade Zone
Tianjin City
PRC

Non-executive Directors:

Mr. WANG Xiaotong
Ms. DONG Guangpei

*Head Office/Principal Place of Business
in the PRC:*

No. 35 Haibinba Road
Tianjin Port Free Trade Zone
Tianjin City
PRC

Independent Non-executive Directors:

Mr. CHAN Wai Dune
Mr. HAN Xiaoping
Ms. YANG Ying

*Principal Place of Business
in Hong Kong:*

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

April 23, 2020

To the Shareholders,

Dear Sir/Madam,

**REPORT OF THE BOARD FOR THE YEAR 2019,
REPORT OF THE SUPERVISORY BOARD FOR THE YEAR 2019,
ANNUAL REPORT FOR THE YEAR 2019,
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LETTER FROM THE BOARD

INTRODUCTION

The purposes of this circular are to give Shareholders the notice of the AGM and information on matters to be dealt with at the AGM, and to provide Shareholders with information in relation to, among others:

- (1) Report of the Board for the year 2019;
- (2) Report of the Supervisory Board for the year 2019;
- (3) The annual report of the Company for the year 2019;
- (4) The audited financial statements of the Group as of, and for the year ended, December 31, 2019;
- (5) The final financial accounts of the Group for the year ended December 31, 2019;
- (6) The financial budget of the Company for the year 2020;
- (7) Profit distribution plan for the year 2019;
- (8) Remuneration plan for Directors for the year 2020;
- (9) Remuneration plan for Supervisors for the year 2020;
- (10) Re-appointment of KPMG as the Company's auditors for the year 2020;
- (11) Proposed amendments to the rules and procedures of the general meeting;
- (12) Proposed amendments to the Articles of Association; and
- (13) General mandate to the Board for allotting, issuing and dealing with additional Domestic and/or H Shares during the relevant period.

ORDINARY RESOLUTIONS

Report of the Board for the year 2019

An ordinary resolution will be proposed at the AGM to approve the report of the Board for 2019, the text of which is set out in the Company's 2019 annual report despatched by the Company.

LETTER FROM THE BOARD

Report of the Supervisory Board for the year 2019

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Board for 2019, the text of which is set out in the Company's 2019 annual report despatched by the Company.

The annual report of the Company for the year 2019

An ordinary resolution will be proposed at the AGM to approve the Company's annual report for the year 2019, which has been despatched by the Company.

The audited financial statements of the Group as of, and for the year ended, December 31, 2019

An ordinary resolution will be proposed at the AGM to approve the Group's audited financial statements as of, and for the year ended, December 31, 2019, the text of which is set out in the Company's 2019 annual report despatched by the Company.

The final financial accounts of the Group for the year ended December 31, 2019

An ordinary resolution will be proposed at the AGM to approve the Group's final financial accounts for the year 2019. A summary of the Group's final financial accounts prepared under the International Financial Reporting Standards is as follows:

1. Revenue and Profit

As set out in the financial statements, the Group recorded a consolidated operating income of RMB373.634 million, cost of sales of RMB339.362 million and profit before tax of RMB14.076 million in 2019, of which the profit for the year amounted to RMB10.329 million.

2. Cash Flow

As set out in the financial statements, the Group recorded a net cash generated from operating activities of RMB26.520 million, a net cash used in investing activities of RMB20.643 million, and a net cash used in financing activities of RMB13.496 million in 2019. Net decrease in cash and cash equivalents amounted to RMB7.619 million.

3. Assets and Liabilities

As set out in the financial statements, the Group had total assets of RMB540.250 million, total liabilities of RMB238.280 million and total equity of RMB301.970 million.

LETTER FROM THE BOARD

The financial budget of the Company for the year 2020

In response to the strategic development and business expansion, the Company intends to set a budget of capital expenditure amounting to approximately RMB7.152 million for 2020, which will be mainly used for the new transformer and new power supply connection infrastructure project, integrated portal data platform system and marketing system distribution power update project.

An ordinary resolution will be proposed at the AGM to approve the Company's financial budget for the year 2020.

Profit distribution plan for the year 2019

According to the Articles of Association, an ordinary resolution will be proposed by the Board at the AGM to approve the profit distribution plan of the Company.

According to the Articles of Association, the profit distribution policy of the Company was implemented based on the lesser of the after-tax profits in the two financial statements which were prepared under PRC accounting standards and international accounting standards, respectively. In addition, according to the dividend policy adopted by the Company, subject to the relevant laws and regulations of the PRC and Hong Kong and relevant factors, and in absence of any adverse circumstances which might reduce the profits that are distributable whether by losses or otherwise, the Company will distribute 30% to 50% of its profit for the year to its Shareholders as distribution of annual dividends in a financial year.

The dividends shall be paid to the holders of Domestic Shares in RMB and the holders of H Shares in Hong Kong dollars but denominated in RMB.

As audited in the year 2019, the distributable profits of the Company for the year 2019 amounted to RMB10,329,885.2. The Board recommended a payment of final dividend of RMB0.03 (inclusive of tax) per Share for the year 2019 to the Shareholders as of the record date for payment of dividend (the record date). The final dividend distribution ratio for the year was determined after taking into consideration of various factors such as the operation performance for the year 2019. In the future, the Company will continue to take into consideration the results of operations, cash flows and financial condition, operating and capital expenditure requirements, distributable profits as determined under PRC accounting standards or international accounting standards (whichever is lower), the Articles of Association, the PRC Company Law and any other applicable PRC law and regulations and other factors that the Board may consider relevant. Also, a decision to declare or to pay any dividends shall be subject to the principle that the normal operation of the Group will not be affected.

The profit distribution plan has been approved by the Board in the Board meeting held on March 26, 2020.

LETTER FROM THE BOARD

If the proposed profit distribution plan is approved by the Shareholders at the AGM, the distributable dividends will be distributed on or around August 7, 2020 in cash to the Shareholders which appear in the register of the Company on June 24, 2020 (i.e. the record date). The cash dividend for the year 2019 shall be denominated and declared in RMB on the basis of RMB0.03 (inclusive of tax) per Share. The dividends shall be paid by the Company to the holders of Domestic Shares in RMB and the holders of H Shares in Hong Kong dollars but denominated in RMB. The exchange rate of RMB into Hong Kong dollar shall be calculated based on the mean of the exchange rates of Hong Kong dollar to RMB as published by the PBOC during the five working days from and inclusive of the date on which the AGM of the Company is convened.

(1) *Holders of Domestic Shares*

The register of members of the Company in respect of the Domestic Shares will be closed from June 19, 2020 to June 24, 2020 (both days inclusive). In order to qualify for receiving the dividend, holders of Domestic Shares must lodge the transfer documents accompanied by relevant share certificates with the head office of the Company in the PRC at No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, PRC no later than 4:30 p.m. on June 18, 2020.

According to the relevant regulations of the PRC Individual Income Tax Law, the Company will withhold an individual income tax at the rate of 20% for natural person shareholders whose names appear on the register of members of the Company for holders of Domestic Shares on June 24, 2020.

The dividend for holders of Domestic Shares without affirmed ownership will be kept temporarily by the Company and distributed upon the confirmation of the ownership.

(2) *Holders of H Shares*

The register of members of the Company in respect of the H Shares will be closed from June 19, 2020 to June 24, 2020 (both days inclusive). In order to qualify for receiving the dividend, holders of H Shares must lodge the transfer documents accompanied by the relevant share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on June 18, 2020.

LETTER FROM THE BOARD

Matters in relation to the proposed final dividend and income tax withheld in respect of dividends to be received by overseas non-resident individual/enterprise Shareholders:

Non-resident Enterprise Shareholders

Pursuant to the PRC Enterprise Income Tax Law and its relevant implementation ordinances, the enterprise income tax shall be withheld for payment at the rate of 10% for non-resident enterprise Shareholders whose names appear on the register of members of the Company in respect of H Shares. Any H Shares registered in the name of non-individual Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently the dividends payable on such shares will be subject to the withholding of the enterprise income tax.

Non-resident Individual Shareholders

According to the PRC Individual Income Tax Law, the PRC Regulations for Implementation of the Individual Income Tax Law and other relevant laws and regulations, the Company is required to withhold non-resident individual income tax for non-resident individual holders of H Shares. However, the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》) which has taken effect since May 13, 1994 (the “**1994 Notice**”) grants an exemption to foreign individuals from PRC individual income tax on dividend from foreign-invested enterprises. Since the Company has obtained the record-filing receipt for the incorporation of foreign-invested enterprises and has completed the registration processes with relevant industrial and commercial administration in November 2018, the Company is a foreign-invested enterprise and so the non-resident individual holders of H Shares whose names appear on the register of members of the Company in respect of H Shares are not required to pay PRC individual income tax when the Company distributes the 2019 final dividend based on the 1994 Notice. Therefore, the Company will not withhold any amount of the 2019 final dividend to be distributed to the non-resident individual holders of H Shares to pay the PRC individual income tax.

The Company will, based on the registered address of individual holders of H Shares recorded in the register of members of the Company in respect of H Shares on June 24, 2020, determine their residency. Where the residency of any individual holders of H Shares is inconsistent with their registered address, they shall notify and submit the relevant proof to the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, before 4:30 p.m. on June 18, 2020. The Company disclaims any responsibility arising from any claims due to holders of H Shares of the Company whose residency are not confirmed timely or accurately or any disputes with regard to the tax withholding systems.

LETTER FROM THE BOARD

According to the Articles of Association, an ordinary resolution will be proposed at the AGM to consider and approve the above profit distribution plan and the final dividend for the year 2019 shall be declared according to the amounts and manners proposed by the Board.

Remuneration plan for Directors for the year 2020

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Directors for the year ending December 31, 2020 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Remuneration plan for Supervisors for the year 2020

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Supervisors for the year ending December 31, 2020 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Re-appointment of KPMG as the Company's auditors for the year 2020

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of KPMG as the Company's auditors for 2020 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

Proposed amendments to the rules and procedures of the general meeting

In light of the proposed amendments to the Articles of Association approved by the Board in the Board meeting held on March 26, 2020 in relation to, among other things, the notice period for convening the general meeting as a result of the recent changes to the relevant requirements under the PRC laws, the Company proposed to make amendments to the rules and procedures of the general meeting to mirror the proposed amendments to the Articles and Association. Please refer to the paragraph headed "Special Resolutions – Proposed amendments to the Articles of Association" of this circular for details. The proposed amendments of the rules and procedures for the general meeting are set forth in Appendix I of this circular.

The proposed amendments to the rules and procedures of the general meeting have been approved by the Board in the Board meeting held on March 26, 2020 and the Board considered that such amendments are in the interests of the Company and its Shareholders. An ordinary resolution will be proposed at the AGM to seek for approval of the proposed amendments of the rules and procedures of the general meeting.

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS

Proposed amendments to the Articles of Association

As stipulated in the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Circular of the State Council [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), all joint stock limited companies registered in the PRC and listed overseas are subject to relevant requirements as set out in the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the “**PRC Company Law**”) in respect of the notice period for convening the general meeting, the rights of shareholders to propose resolutions and the convening procedures, whereas the requirements as set out in Articles 20 to 22 of the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) shall no longer be applicable. To improve the efficiency of decision-making by the Company, the Company proposes to amend relevant terms in the Articles of Association in respect of the notice period for convening the general meeting, the rights of Shareholders to propose resolutions and the convening procedures pursuant to the PRC Company Law and relevant laws and regulations. The proposed amendments of the Articles of Association are set forth in Appendix II of this circular.

The proposed amendments to the Articles of Association have been approved by the Board in the Board meeting held on March 26, 2020 and the Board considered that such amendments are in the interests of the Company and its Shareholders. A special resolution will be proposed at the AGM to seek for approval of the proposed amendments of the Articles of Association.

General mandate to the Board to issue additional Domestic Shares and/or H Shares

A special resolution will be proposed at the AGM that the Board be granted the Issue Mandate to exercise the power of the Company to allot, issue or otherwise deal with new Shares (otherwise than pursuant to the issue of Shares by conversion of the surplus reserve into the share capital in accordance with the PRC Company Law and the Articles of Association) not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as of the date of passing this special resolution, and to authorize the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate.

The number of Domestic Shares and H Shares in issue of the Company as of the Latest Practicable Date was 115,600,907 Domestic Shares and 44,320,000 H Shares, respectively. Assuming that the number of Shares remains unchanged as at the date of passing this special resolution, the Board will be allowed under the Issue Mandate to issue a maximum of 23,120,181 Domestic Shares and 8,864,000 H Shares, subject to the passing of the special resolution approving the grant of the Issue Mandate to the Board. Meanwhile, the Board is authorized to make necessary amendments to the Articles of Association so as to reflect the new share capital structure upon the allotment or issue of additional Shares pursuant to such mandate.

LETTER FROM THE BOARD

The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue Mandate to the Board to issue new Shares. Whilst it is not possible to anticipate in advance any specific circumstances in which the Board might think it appropriate to issue Shares, the ability to do so would give the Directors the flexibility to capture the opportunity if it so arises.

The Issue Mandate would expire on the earlier of: (a) the conclusion of the next annual general meeting following the passing of this special resolution; (b) the expiration of 12 months after the passing of this special resolution; or (c) the date on which the authorization set out in this special resolution are revoked or amended by a special resolution in a general meeting of the Company.

THE AGM

The Company will convene the AGM at 10 a.m. on June 15, 2020 (Monday) at meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. A form of proxy and a reply slip have been despatched to the Shareholders in accordance with the Listing Rules on April 23, 2020. The notice of the AGM is set out on pages 23 to 27 of this circular.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon.

If you intend to attend the AGM (in person or by proxy), you are required to complete and return the accompanying reply slip to the H Share Registrar (for holders of H Shares) or the head office of the Company in the PRC (for holders of Domestic Shares) on or before May 26, 2020 (Tuesday). If the number of voting Shares represented by the Shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting Shares, the Company may hold the general meeting. If not, the Company shall within five days inform the Shareholders again, by public notice or otherwise required in the Articles of Association, of the matters to be considered as well as the date and place of the meeting. Upon such notification, the Company may hold the general meeting.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the H Share Registrar, Computershare Hong Kong Investor Services Limited, and for Domestic Shareholders, the form of proxy should be returned to the office of the Board at the head office of the Company in the PRC in person or by post as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the respective meeting.

LETTER FROM THE BOARD

Voting by poll at the AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 102 of the Articles of Association.

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 name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she has in the same manner.

Closure of register of members

In order to ascertain the entitlements of the Shareholders to attend the AGM, the register of members of the Company will be closed from May 16, 2020 (Saturday) to June 15, 2020 (Monday) (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the AGM, all transfer documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the head office of the Company in the PRC at No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, PRC (for holders of Domestic Shares) no later than 4:30 p.m. on May 15, 2020 (Friday).

In order to ascertain the entitlements of the Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from June 19, 2020 (Friday) to June 24, 2020 (Wednesday) (both days inclusive), during which period no transfer of shares of the Company will be effected.

To be eligible to receive the proposed final dividend, all transfer documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the head office of the Company in the PRC at No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, PRC (for holders of Domestic Shares) no later than 4:30 p.m. on June 18, 2020 (Thursday).

Recommendation

The Board (including independent non-executive Directors) considers that each ordinary resolution and special resolution to be proposed at the AGM is in the interests of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

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.

Yours faithfully,
By order of the Board
Tianjin Tianbao Energy Co., Ltd.*
ZHOU Shanzhong
Chairman

Tianjin, the People's Republic of China, April 23, 2020

* *For identification purpose only*

The proposed amendments to the rules of procedures of the general meeting are as follows:

No.	Original Rules of Procedures of the General Meeting	Amended Rules of Procedures of the General Meeting
1	<p>Article 15 When a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>	<p>Article 15 When <u>an annual</u> general meeting is convened by the Company, it shall issue a written notice 4520 days prior to the meeting to notify all the registered shareholders, <u>and when an extraordinary general meeting is convened by the Company, it shall issue a written notice 15 days prior to the meeting to notify all the registered shareholders</u>, of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>

No.	Original Rules of Procedures of the General Meeting	Amended Rules of Procedures of the General Meeting
2	<p>Article 16 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.</p> <p>An extraordinary general meeting shall not make decision on matters not specified in the notice.</p>	<p>Article 16 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.</p> <p>An extraordinary general meeting shall not make decision on matters not specified in the notice.</p>

No.	Original Rules of Procedures of the General Meeting	Amended Rules of Procedures of the General Meeting
3	<p>Article 19 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	<p>Article 19 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting <u>the 20 and 25 days before convening an annual general meeting and the 15 and 20 days before convening an extraordinary general meeting.</u> Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>

No.	Original Rules of Procedures of the General Meeting	Amended Rules of Procedures of the General Meeting
4	<p>Article 53 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p> <p>If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.</p>	<p>Article 53 When the Company is to hold a class meeting, it shall issue a written notice <u>in accordance with the requirements on the notice period for convening an annual and extraordinary general meeting as stipulated in Article 15 of this rules of procedures</u> 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p> <p>If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.</p>

The English version of the rules of procedures of the general meeting is an unofficial translation of the Chinese version. In the event of any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the Articles of Association are as follows:

No.	Original article	Amended article
1	<p>Article 1 These Articles of Association (“Articles”) are formulated in accordance with the Article 1 of Company Law of the People’s Republic of China (the “Company Law”), the Securities Law Provisions of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the on Articles “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other relevant regulations, for the purpose of protecting the legitimate rights and interests of Tianjin Tianbao Energy Corporation Limited (the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>	<p>Article 1 These Articles of Association (“Articles”) are formulated in accordance with the Article 1 of Company Law of the People’s Republic of China (the “Company Law”), the Securities Law Provisions of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the on Articles “Special Provisions”), <u>the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Circular of the State Council [2019] No. 97)</u>, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other relevant regulations, for the purpose of protecting the legitimate rights and interests of Tianjin Tianbao Energy Corporation Limited (the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original article	Amended article
2	<p>Article 48 No changes resulting from shares transfer may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends. This is subject to any other provisions of the securities regulatory authorities in the place where the shares are listed.</p>	<p>Article 48 No changes resulting from shares transfer may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends. This is subject to any other provisions <u>The provisions under the Chinese laws & regulations and</u> of the securities regulatory authorities in the place where the shares are listed <u>in relation to the suspension period of registration of shares before the convening of general meeting or before the reference date set by the Company for the purpose of distribution of dividends shall prevail.</u></p>
3	<p>Article 76 Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>	<p>Article 76 Where aan annual general meeting is convened by the Company, it shall issue a written notice 4520 days prior to the meeting to notify all the registered shareholders, and where an extraordinary general meeting is convened by the Company, it shall issue a written notice 15 days prior to the meeting to notify all the registered shareholders, of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original article	Amended article
4	<p>Article 77 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting. An extraordinary general meeting shall not make decision on matters not specified in the notice.</p>	<p>Article 77 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting. An extraordinary general meeting shall not make decision on matters not specified in the notice.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original article	Amended article
5	<p>Article 80 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company’s website or other website designated by stock exchange where the Company’s shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	<p>Article 80 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company’s website or other website designated by stock exchange where the Company’s shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting <u>the 20 and 25 days before convening an annual general meeting and the 15 and 20 days before convening an extraordinary general meeting</u>. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original article	Amended article
6	<p>Article 116 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p> <p>If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.</p>	<p>Article 116 When the Company is to hold a class meeting, it shall issue a written notice <u>in accordance with the requirements on the notice period for convening an annual and extraordinary general meeting as stipulated in Article 76 of this articles of association</u> 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p> <p>If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.</p>

The English version of the Articles of Association is an unofficial translation of the Chinese version. In the event of any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

NOTICE OF 2019 ANNUAL GENERAL MEETING



Tianjin Tianbao Energy Co., Ltd.*

天津天保能源股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1671)

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “**AGM**”) of Tianjin Tianbao Energy Co., Ltd.* (the “**Company**”) will be held at 10 a.m. on June 15, 2020 (Monday) at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the adoption of the report of the Board for the year ended December 31, 2019.
2. To consider and approve the adoption of the report of the Supervisory Board for the year ended December 31, 2019.
3. To consider and approve the annual report of the Company for the year 2019.
4. To consider and approve the adoption of the Group’s audited financial statements as of, and for the year ended December 31, 2019.
5. To consider and approve the final financial accounts of the Group for the year ended December 31, 2019.
6. To consider and approve the financial budget of the Company for the year 2020.
7. To consider and approve the Company’s profit distribution plan for the year ended December 31, 2019.
8. To consider and approve the remuneration plan for the Directors for the year ending December 31, 2020.

* *For identification purpose only*

NOTICE OF 2019 ANNUAL GENERAL MEETING

9. To consider and approve the remuneration plan for the Supervisors for the year ending December 31, 2020.
10. To consider and approve the re-appointment of KPMG as the Company's international auditors for 2020 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.
11. To approve and confirm the proposed amendments to the rules of procedures of the general meeting, and to authorize the Board to revise the wordings of such amendments as appropriate (no approval from the Shareholders is required for such amendments), and execute relevant documents and/or take all relevant actions as it considers necessary or appropriate and in the interest of the Company to effect the proposed amendments, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any), and deal with other relevant matters arising from the amendments to the rules of procedures of the general meeting.

SPECIAL RESOLUTIONS

12. To approve and confirm the proposed amendments to the Articles of Association, and to authorize the Board to revise the wordings of such amendments as appropriate (no approval from the Shareholders is required for such amendments), and execute relevant documents and/or take all relevant actions as it considers necessary or appropriate and in the interest of the Company to effect the proposed amendments, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any), and deal with other relevant matters arising from the amendments to the Articles of Association.
13. (I) To consider and approve the grant of a general mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares during the relevant period. The Board may, independently or simultaneously, allot, issue and deal with additional Domestic Shares and/or H Shares (otherwise than pursuant to the issue of shares by conversion of the surplus reserve into the share capital in accordance with the PRC Company Law and the Articles of Association of the Company) that shall not exceed 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the resolution. The exercise of the general mandate shall comply with the conditions below:
 - (a) The Board may make or grant Share sales proposal and agreements which would or might require the exercise of such power after the expiry of the relevant period:

NOTICE OF 2019 ANNUAL GENERAL MEETING

For the purpose of this resolution, the “relevant period” means the period from the date of passing this resolution until the earliest of either:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at the general meeting;
 - (ii) the expiry date of 12 months after the passing of this resolution at the general meeting; and
 - (iii) the date on which the authorization set out in this resolution is revoked or amended by a special resolution in a general meeting of the Company.
- (b) The number of Domestic Shares and/or H Shares to be allotted, issued or dealt with or conditionally or unconditionally agreed to be allotted, issued or dealt with (whether pursuant to the exercise of options or otherwise by the Board) shall not exceed 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the resolution.
- (c) The Board will exercise the power under such mandate in accordance with the PRC Company Law, other applicable laws and regulations of the PRC and the Listing Rules as amended from time to time and upon the necessary approval from the China Securities Regulatory Commission and other relevant authorities.
- (II) The Board be and is hereby authorized to make such amendments to the Articles of Association of the Company as it thinks fit so as to increase the registered share capital and reflect the new capital structure of the Company upon the allotment, issuance of and dealing with shares as contemplated in the above paragraph (I) of this resolution in accordance with the PRC Company Law, other applicable laws and regulations in the PRC and the Listing Rules; and
- (III) Contingent on the Board resolving to allot, issue and deal with shares of the Company pursuant to paragraph (I) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be approved, executed and done, all such documents, deeds and things as it may consider necessary in connection with the issuance, allotment of and dealing with such shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the target of the issue and the place and time of the issue, making all necessary applications to the relevant

NOTICE OF 2019 ANNUAL GENERAL MEETING

authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities.

By order of the Board
Tianjin Tianbao Energy Co., Ltd.*
Zhou Shanzhong
Chairman

Tianjin, the People's Republic of China, April 23, 2020

* *For identification purpose only*

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from May 16, 2020 (Saturday) to June 15, 2020 (Monday) (both days inclusive), during which period no transfer of Shares of the Company can be registered. Holders of Shares who wish to attend and vote at the AGM must lodge all transfer documents accompanied by the relevant share certificates to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC no later than 4:30 p.m. on May 15, 2020 (Friday).
2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy needs not to be a Shareholder.
3. In order to be valid, the proxy form of Shareholders for the AGM must be deposited by hand or by post to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC not less than 24 hours before the time for holding the AGM or any adjournment thereof for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings thereof should they so wish.
4. Shareholders or their proxies shall provide their identification documents when attending the AGM. In case of a corporate Shareholder, its proxy or other person authorized to attend the meeting with a resolution passed by the board of directors or other decision-making authorities of which the Shareholder is a member, should provide a copy of such resolution.
5. In case of joint holders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.
6. Shareholders who intend to attend the AGM should complete the reply slip for the AGM and return it by hand or by post to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC on or before May 26, 2020 (Tuesday).
7. The on-site AGM is expected to take less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The address of the head office of the Company in the PRC is No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC.

As of the date of this notice, the Board comprises Mr. Zhou Shanzhong, Mr. Xing Cheng, Mr. Mao Yongming and Mr. Peng Chong as executive Directors; Mr. Wang Xiaotong and Ms. Dong Guangpei as non-executive Directors; and Mr. Chan Wai Dune, Mr. Han Xiaoping and Ms. Yang Ying as independent non-executive Directors.