
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 and the accompanying form of proxy 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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR MEETINGS OF THE BOARD OF DIRECTORS,
RE-ELECTION OF DIRECTORS OF THE THIRD SESSION OF
THE BOARD OF DIRECTORS,
RE-ELECTION OF SUPERVISORS OF THE THIRD SESSION OF
THE SUPERVISORY COMMITTEE,
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2023**

The letter from the Board is set out on pages 4 to 10 of this circular.

A notice dated December 23, 2022 convening the EGM to be held at 10 a.m. on January 17, 2023 (Tuesday) at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC is set out on pages EGM-1 to EGM-3 of this circular.

The proxy form for the EGM has been posted to you on December 23, 2022. Whether or not you are able to attend the EGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon, and 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.

* *For identification purposes only*

December 23, 2022

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended, modified and otherwise supplemented from time to time)
“Board” or “Board of Directors”	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)
“controlling shareholder(s)”	as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company in 2023 to be convened at 10 a.m. on January 17, 2023 (Tuesday) at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC
“Employee Representative Supervisor”	a Supervisor being a representative of the employees of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed 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”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	December 16, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Lingang Thermal Power”	Tianjin Tianbao Lingang Thermal Power Co., Ltd.* (天津天保臨港熱電有限公司) (formerly known as Tianjin Jinneng Lingang Thermal Power Co., Ltd.* (天津津能臨港熱電有限公司)), a limited liability company established in the PRC on May 8, 2009, a non-wholly owned subsidiary of the Company
“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
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Shareholder Representative Supervisor(s)”	the Supervisor(s) being the representative(s) of the Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	as defined under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“TFIHC”	Tianjin Free Trade Zone Investment Holdings Group Co., Ltd.* (天津保稅區投資控股集團有限公司), a limited liability company established in the PRC on December 17, 2008 and a non-wholly owned subsidiary of Tianjin Port Free Trade Zone State-owned Assets Administration Bureau* (天津港保稅區國有資產管理局), one of the controlling shareholders of the Company

DEFINITIONS

“Tianbao Holdings”	Tianjin Tianbao Holdings Limited* (天津天保控股有限公司), a limited liability company established in the PRC on January 28, 1999 and a wholly-owned subsidiary of TFIHC, one of the controlling shareholders of the Company
“Tianbao Investment”	Tianjin Free Trade Zone Investment Company Limited* (天津保稅區投資有限公司), a state-owned enterprise established in the PRC on January 18, 2002 and a wholly-owned subsidiary of TFIHC, one of the shareholders of the Company
“Tianjin Tianbao New Energy”	Tianjin Tianbao New Energy Co., Ltd.* (天津天保新能有限公司) (formerly known as Tianjin Baorun International Trading Electrical Engineering Co., Ltd.* (天津保潤國際貿易電氣工程有限公司)), a limited liability company established in the PRC on November 21, 1994, a wholly-owned subsidiary of the Company

* *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. WANG Geng
Mr. MAO Yongming
Mr. YAO Shen

Non-executive Directors:

Mr. WANG Xiaotong
Ms. DONG Guangpei

Independent Non-executive Directors:

Mr. CHAN Wai Dune
Mr. YOU Shijun
Ms. YANG Ying

Registered Address in the PRC:

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

*Headquarters/Principal Place of
Business in the PRC:*

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

Principal Place of

Business in Hong Kong:
40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

December 23, 2022

To the Shareholders,

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR MEETINGS OF THE BOARD OF DIRECTORS,
RE-ELECTION OF DIRECTORS OF THE THIRD SESSION OF
THE BOARD OF DIRECTORS,
RE-ELECTION OF SUPERVISORS OF THE THIRD SESSION OF
THE SUPERVISORY COMMITTEE,
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2023**

INTRODUCTION

References are made to the announcement of the Company dated December 16, 2022 in relation to the proposed amendments to the Articles of Association, proposed amendments to the Rules of Procedures for Meetings of the Board of Directors, nomination of candidates of Directors of the third session of the Board of Directors, nomination of candidates of Shareholder Representative Supervisors of the third session of the Supervisory Committee, election of Employee Representative Supervisor of the third session of the Supervisory Committee and convening of the EGM.

LETTER FROM THE BOARD

A special resolution will be proposed at the EGM to approve the proposed amendments to the Articles of Association. Ordinary resolutions will be proposed at the EGM to approve: proposed amendments to the Rules of Procedures for Meetings of the Board of Directors, re-election of Directors of the third session of the Board of Directors, re-election of Supervisors of the third session of the Supervisory Committee and determination of their remuneration.

The purpose of this circular is to provide you with the information on the resolutions above to enable you to be fully informed in order to vote for or against the proposed resolutions at the EGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Based on actual situation of the Company and in compliance with the Listing Rules and relevant laws and regulations, the Articles of Association is proposed to be amended as below:

Original articles	Amended articles
Article 129 An independent non-executive director shall have the same term of office as that of other directors of the Company, and upon expiry, may be re-elected for a consecutive term of no more than 6 years.	Article 129 An independent non-executive director shall have the same term of office as that of other directors of the Company, and upon expiry, may be re-elected for a consecutive term of no more than <u>96</u> years, unless otherwise provided by the relevant laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.

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. Save for the aforesaid proposed amendments, there will be no changes to the contents of other provisions of the Articles of Association of the Company.

The proposed amendments to the Articles of Association have been approved by the Board on December 16, 2022. A special resolution will be proposed at the EGM to seek for approval of the proposed amendments of the Articles of Association.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR MEETINGS OF THE BOARD OF DIRECTORS

Based on actual situation of the Company in compliance with the Listing Rules and relevant laws and regulations and to reflect the amendments to the Articles of Association, the Rules of Procedures of the Board of Directors is proposed to be amended as below:

Existing Rules	Amended Rules
Rule 12 An independent non-executive director shall have the same term of office as that of other directors of the Company, and upon expiry, may be re-elected for a consecutive term of no more than 6 years.	Rule 12 An independent non-executive director shall have the same term of office as that of other directors of the Company, and upon expiry, may be re-elected for a consecutive term of no more than <u>96</u> years, unless otherwise provided by the relevant laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.

LETTER FROM THE BOARD

The English version of the Rules of Procedures for Meetings of the Board of Directors 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. Save for the aforesaid proposed amendments, there will be no changes to the contents of other provisions of the Rules of Procedures for Meetings of the Board of Directors of the Company.

The proposed amendments to the Rules of Procedures for Meetings of the Board of Directors have been approved by the Board on December 16, 2022. An ordinary resolution will be proposed at the EGM to seek for approval of the proposed amendments of the Rules of Procedures for Meetings of the Board of Directors.

RE-ELECTION OF DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

On December 16, 2022, the Board has considered and resolved to nominate the following candidates as Directors of the third session of the Board:

Executive Directors:	Mr. ZHOU Shanzhong, Mr. WANG Geng, Mr. MAO Yongming and Mr. YAO Shen
Non-executive Directors:	Mr. WANG Xiaotong and Ms. DONG Guangpei
Independent non-executive Directors:	Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying

Each of Mr. ZHOU Shanzhong, Mr. WANG Geng, Mr. MAO Yongming, Mr. YAO Shen, Mr. WANG Xiaotong, Ms. DONG Guangpei, Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying are currently Directors of the second session of the Board. They will officially assume office as the Directors of the third session of the Board when the resolutions on re-election of the third session of the Board are considered and approved at the EGM, at which the third session of the Board will be established, with a term of office expiring when the term of the third session of the Board ends, being three years from the date of the EGM.

The biographies of the Director candidates of the third session of the Board are set out in Appendix I to this circular.

By taking into account the nomination policy of the Company, the Board and its nomination committee are of the view that the existing independent non-executive Directors, namely, Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying are suitable candidates to be re-elected as independent non-executive Directors of the third session of the Board based on their background, experience and past performance and that their educational background, work experience and cultural background can bring contributions to the Board's diversity.

Each of Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying, all being independent non-executive Directors eligible for re-election at the EGM, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of

LETTER FROM THE BOARD

the view that each of Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying meets the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

As at the Latest Practicable Date, save as disclosed in this circular, each of the Director candidates have confirmed that: (i) he/she does not have any relationship with any Directors, Supervisors, senior management or substantial Shareholders or controlling Shareholders of the Company or its subsidiaries; (ii) he/she does not hold any other position in the Company or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas in the last three years; (iii) he/she does not have or is not deemed to have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) there is no other matter with respect to their appointment that needs to be brought to the attention of the Shareholders of the Company or the Stock Exchange or that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The re-election of the Director candidates will be proposed at the EGM by way of ordinary resolutions for approval by the Shareholders. Subject to the approval of their appointments by the Shareholders at the EGM, each of the above Directors to be re-elected will enter into a service agreement with the Company respectively. Their terms of office will commence upon Shareholders' approval and end upon the termination of the third session of the Board.

Based on the relevant remuneration administrative measures of the Company, (i) the executive Directors of the third session of the Board, being Mr. ZHOU Shanzhong, Mr. WANG Geng, Mr. MAO Yongming and Mr. YAO Shen, will not receive remuneration for their capacities as executive Directors but they shall receive remuneration for their respective other roles with the Company, including annual basic salary, performance salary and special bonus, being an annual basic salary (tax inclusive) of RMB218,500, RMB218,500, RMB174,800 and RMB174,800, respectively, (but excluding performance salary and special bonus) and shall receive insurance and provident fund in accordance with the PRC laws and regulations; (ii) the non-executive Directors of the third session of the Board, being Mr. WANG Xiaotong and Ms. DONG Guangpei, shall not receive any remuneration from the Company; and (iii) each of the independent non-executive Directors of the third session of the Board, being Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying, shall receive remuneration of RMB90,000 (tax inclusive) per annum, respectively. The Company will also disclose the total remuneration received by the Directors in its annual reports accordingly.

RE-ELECTION OF SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE

A meeting of the all employees assembly of the Company has been convened and Ms. JIAO Dongxu was elected as the Employee Representative Supervisor of the third session of the Supervisory Committee. On December 16, 2022, the Supervisory Committee has considered and resolved to nominate Mr. LI Yingjie and Mr. SHAO Guoyong as candidates for the Shareholder Representative Supervisors of the third session of the Supervisory Committee. The Employee Representative Supervisor will jointly form the third session of the Supervisory Committee with the Shareholder Representative Supervisors to be re-elected at the EGM.

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Ms. JIAO Dongxu is currently the Employee Representative Supervisor of the Company and Mr. LI Yingjie and Mr. SHAO Guoyong are currently the Shareholder Representative Supervisors of the Company. They will officially assume office as Supervisors of the third session of the Supervisory Committee when the resolutions on re-election of the third session of the Supervisory Committee are considered and approved at the EGM, at which the third session of the Supervisory Committee will be established, with a term of office expiring when the term of the third session of the Supervisory Committee ends, being three years from the date of the EGM.

The biographies of the Supervisor candidates of the third session of the Supervisory Committee are set out in Appendix II to this circular.

As at the Latest Practicable Date, save as disclosed in this circular, each of the Employee Representative Supervisor and the Shareholder Representative Supervisor candidates have confirmed that: (i) he/she does not have any relationship with any Directors, Supervisors, senior management or substantial Shareholders or controlling Shareholders of the Company or its subsidiaries; (ii) he/she does not hold any other position in the Company or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas in the last three years; (iii) he/she does not have or is not deemed to have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) there is no other matter with respect to their appointment that needs to be brought to the attention of the Shareholders of the Company or the Stock Exchange or that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The re-election of the Shareholder Representative Supervisor candidates will be proposed at the EGM by way of ordinary resolutions for approval by the Shareholders. Subject to the approval of their appointments by the Shareholders at the EGM, each of the Shareholder Representative Supervisors will enter into a service agreement with the Company respectively. Their terms of office will commence upon Shareholders' approval and end upon the termination of the third session of the Supervisory Committee.

The Shareholder Representative Supervisors, being Mr. LI Yingjie and Mr. SHAO Guoyong, will not receive any remuneration from the Company. The Employee Representative Supervisor, being Ms. JIAO Dongxu, will not receive remuneration for her capacity as a Supervisor but shall receive remuneration for her other roles with the Company, which is determined based on the rank of her existing position, including position salary, performance salary and special bonus. Ms. JIAO Dongxu shall receive an annual position salary of RMB118,200 (tax inclusive), excluding performance salary and special bonus, as well as insurance and provident fund in accordance with the PRC laws and regulations. The remuneration of the Employee Representative Supervisor will be proposed at the EGM by way of ordinary resolution for approval and the Company will also disclose the total remuneration received by the Supervisors in its annual reports accordingly.

LETTER FROM THE BOARD

THE EGM

The Company will convene the EGM at 10 a.m. on Tuesday, January 17, 2023 at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC, to consider and, if thought fit, pass the resolutions in relation to the matters as set out in the notice of the EGM. The proxy form has been despatched to the Shareholders on December 23, 2022 in accordance with the Listing Rules. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the applicable proxy form in accordance with the instruction printed thereon. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM if you so desire.

Voting by poll at the EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of a poll. Therefore, the chairman of the meeting shall demand that each resolution of the EGM be taken by way of a poll pursuant to Article 102 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy (or in case of corporation, its duly authorised representative) at the EGM 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 EGM, the register of members of the Company will be closed from January 12, 2023 (Thursday) to January 17, 2023 (Tuesday) (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 EGM, 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 no later than 4:30 p.m. on January 11, 2023 (Wednesday).

LETTER FROM THE BOARD

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

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,
On behalf of the Board
Tianjin Tianbao Energy Co., Ltd.*
ZHOU Shanzhong
Chairman

Tianjin, the People's Republic of China, December 23, 2022

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

The biographical details of the executive Director candidates are set out as follows:

Mr. ZHOU Shanzhong, aged 44, is currently the secretary of the Party branch committee, chairman of the Board and executive Director and chairperson of the nomination committee of the Company, takes charge of overall work of the branch committees, the Board and the safety committee of the Company, and concurrently act as the secretary to the Board. Mr. ZHOU has been an executive Director of Tianjin Tianbao New Energy since September 2022. Mr. ZHOU joined the Group in October 2019. From August 2018 to October 2019, Mr. ZHOU served as the head of corporate management department and the head of parallel car management department of Tianbao Holdings, one of the controlling shareholders of the Company. Mr. ZHOU worked in Tianbao Holdings as the head of corporate management department (safety supervision department) from September 2015 to August 2018. From January 2017 to November 2017, Mr. ZHOU also served as a Director of the Company. From October 2014 to September 2015, he worked in Tianbao Holdings as the deputy head of the asset management department. From July 2013 to October 2014, he served as the vice general manager of Tianbao Investment, one of the shareholders of the Company. From May 2011 to July 2013, he served successively as the assistant to the general manager and the vice general manager of Tianjin Tianbao Jiajun Investment Co., Ltd. (天津天保嘉郡投資有限公司). From January 2006 to May 2011, he worked in Tianbao Holdings successively as an investment specialist in the investment department, a senior investment supervisor in the investment and development department, an assistant to the head of corporate management department and a deputy project manager and investment management of the Taiping Model Town (太平示範鎮) project. He was a director of Tianjin Tianbao Financial Management Co., Ltd. (天津天保財務管理有限公司) from June 2016 to November 2018. From July 2014 to November 2019, Mr. ZHOU served as a director of Tianjin Aviation Logistics Development Co., Ltd. (天津航空物流發展有限公司). From November 2017 to November 2019, Mr. ZHOU also served as an employee director of TFIHC and Tianbao Holdings, respectively, both of which are the controlling shareholders of the Company. He had also served as the general manager of Tianjin Port Free Trade Zone Land Development and Investment Co., Ltd. (天津港保稅區土地開發招商公司) from March 2018 to November 2019, and a non-independent director of Tianjin Tianbao Infrastructure Co., Ltd. (天津天保基建股份有限公司) (“**Tianbao Infrastructure**”), a company listed on the Shenzhen Stock Exchange (stock code: 000965), from August 2017 to November 2019.

Mr. ZHOU graduated from the School of Management of Tianjin University (天津大學管理學院) with a doctorate degree in management science and engineering in January 2006.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Mr. WANG Geng, aged 36, is currently an executive Director and general manager of the Company and is responsible for the overall operational work of the Company, including new energy business development, equity investment, securities management, and manages the securities investment department and new energy business development. Since September 2022, Mr. WANG has been a manager of Tianjin Tianbao New Energy. Mr. WANG joined the Group in April 2022. Mr. WANG was a training management manager of Xinneng Vocational Training School (Tianjin) Co., Ltd. (新能職業培訓學校(天津)有限公司) from September 2020 to March 2022. From July 2019 to September 2020, Mr. WANG was a business manager of the education segment of CGN New Energy Investment (Shenzhen) Co., Ltd. Beijing Branch New Energy Centre (中廣核新能源投資(深圳)有限公司北京分公司新能源學院). From June 2017 to July 2019, he was successively an employee, deputy manager of the technical centre and deputy manager of the strategic development department of SPIC (Tianjin) Distributed Energy Co., Ltd. (國電投(天津)分佈式能源有限公司). From January 2017 to June 2017, Mr. WANG was successively an employee and a Tianjin new energy project development manager of SPIC (Beijing) New Energy Investment Co., Ltd. (國家電投集團(北京)新能源投資有限公司). From November 2016 to January 2017, he was a manager of the strategy department of Shangen Photovoltaic (Tianjin) Co., Ltd. (尚恩光電(天津)有限公司). From August 2012 to November 2016, Mr. WANG was an employee of the low carbon business consultancy department of Tianjin Tianle International Project Consultancy and Design Company (天津天樂國際工程諮詢設計公司). From July 2009 to August 2012, Mr. WANG was an employee of the marketing and development department of Tianjin Jinneng Project Management Co., Ltd. (天津市津能工程管理有限公司).

Mr. WANG obtained a master's degree in business administration from Tianjin University in January 2022.

Mr. MAO Yongming, aged 52, is currently an executive Director, a member of the remuneration committee and the deputy general manager of the Company. He has been an authorised representative of the Company under the Listing Rules since December 2021. He is responsible for the Company's party affairs, labor union, the Communist Youth League, administrative management, cadres' personnel affairs, corporate management, corporate reform, operation management, informatization, power supply and distribution operation, and is in charge of the general office and electricity supply department. Mr. MAO joined the Company in April 1997. He was appointed as the deputy general manager in December 2014 and has held the same position since January 2017 after the Company was converted into a joint stock limited liability company. He worked successively in the Company as an electrical engineer in the electricity supply department from April 1997 to April 2007, head of the electricity supply department from April 2007 to December 2011, vice manager and head of the electricity supply department from December 2011 to August 2013, assistant to general manager and head of the electricity supply department from August 2013 to December 2014. Mr. MAO was an executive director and manager of Tianjin Tianbao New Energy and the deputy general manager of Lingang Thermal Power.

Mr. MAO obtained his bachelor's degree in electrical automation from Tianjin University of Technology and Education (天津職業技術師範大學) in the PRC in July 1991 and his master's degree in environmental engineering from Tianjin University (天津大學) in July 2005.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Mr. YAO Shen, aged 51, is currently an executive Director and the deputy general manager of the Company. He is responsible for the Company's policy research, market analysis, customer services, legal affairs, construction management, system construction, risk control, audit, discipline inspection and supervision, and is in charge of the customer service department and audit and risk control department. Mr. YAO joined the Company in July 1994 as a technician in the engineering technology department from July 1994 to October 2003 and head of the engineering technology department from October 2003 to October 2007. From October 2007 to December 2016, Mr. YAO was successively the deputy manager and manager of Tianjin Tianbao New Energy, and as a director of Tianjin Tianbao New Energy from September 2014 to January 2017. He served as the Company's head of the production technology department from January 2017 to January 2019 after the Company was restructured into a joint stock limited liability company. He was appointed as the deputy general manager of the Company in November 2018. From May 2020 to November 2022, Mr. YAO served as the deputy general manager of Lingang Thermal Power.

Mr. YAO has been an associate constructor approved by Tianjin Construction Management Committee (天津市建設管理委員會) since March 2008. He obtained a bachelor's degree in electric machine and its control from the Tianjin University (天津大學) in PRC in July 1994.

NON-EXECUTIVE DIRECTORS

The biographical details of the non-executive Director candidates are set out as follows:

Mr. WANG Xiaotong, aged 58, is currently a non-executive Director of the Company. Since October 2019, Mr. WANG has been the head of the enterprise management department and head of parallel car management department and the head of the enterprise management department (parallel car management department) of Tianbao Holdings, respectively. Mr. WANG has been serving as the general manager of Tianjin Port Free Trade Zone Land Development and Investment Co., Ltd. (天津港保稅區土地開發招商公司) since November 2019. Mr. WANG had been the general manager of Tianjin Tianbao International Logistics Group Co., Ltd. (天津天保國際物流集團有限公司) ("**Tianbao Logistics**") from August 2015 to October 2019. He served as the head of the enterprise management department (security supervision department) of Tianbao Holdings and the manager of Tianjin Konggang International Logistics Joint Stock Co., Ltd. (天津空港國際物流股份有限公司) ("**Konggang Logistics**") from October 2014 to August 2015. He acted as the deputy head and head of the asset management department of Tianbao Holdings, as well as the manager of Konggang Logistics from August 2013 to October 2014. He worked in Tianbao Logistics as the vice general manager from January 2011 to August 2013, during which he was also the general manager and manager of Konggang Logistics. He also served as the chairman and general manager of Tianjin Tianyi Smart Property Service Co., Ltd. (天津天易智慧物業服務有限公司) (formerly known as Tianjin Tianbao Property Service Co., Ltd. (天津天保物業服務有限公司) from November 2011 to June 2012. He acted as the vice general manager of Tianjin Tianbao Municipal Company Co., Ltd. (天津天保市政有限公司) and the general manager of Konggang

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Logistics between September 2008 and January 2011. He served as the head of the business department and assistant to general manager of Tianbao Logistics, as well as the manager of the comprehensive logistic department from March 2003 to September 2008. Mr. WANG has concurrently served as a supervisor of TFIHC and Tianbao Holdings since October 2020. Mr. WANG has been serving as a director of Tianbao Infrastructure, since November 2019. Mr. WANG served as a director of Tianjin Aviation Logistics Development Co., Ltd. (天津航空物流發展有限公司) from November 2019 to January 2021.

Mr. WANG graduated from Tianjin University of Light Industry (天津輕工業學院) in July 1986 with a bachelor's degree in plastics and rubber engineering.

Ms. DONG Guangpei, aged 41, is currently a non-executive Director and a member of the audit committee of the Company. Ms. DONG has been the executive director of Tianbao Investment since October 2019 and its general manager since January 2020. Ms. DONG served as the investment commissioner, investment manager, head of investment review department, assistant to the general manager and vice general manager of Tianbao Investment from January 2011 to January 2020. Ms. DONG served as the head of sales department of Tianjin Binhai Kaiyuan Property Development Co., Ltd. (天津濱海開元房地產開發有限公司) from January 2010 to December 2010, the head of sales department of Tianjin Tianbao Property Development Co., Ltd. (天津天保房地產開發有限公司) from May 2005 to December 2009, the head of sales department of Tianjin Hefu Huihuang Real Estate Marketing and Planning Co., Ltd. (天津合富輝煌房地產營銷策劃有限公司) from December 2004 to May 2005, and the head of sales management department of Tianjin Shunchi Rongxin Real Estate Co., Ltd. (天津順馳融信置地有限公司) from March 2004 to November 2004. Ms. DONG has concurrently served as a director of TFIHC and Tianbao Holdings from February 2021 to February 2022. She has also been serving as a director of Tianjin Binhai Industry Fund Management Co., Ltd. (天津市濱海產業基金管理有限公司) since August 2020. Since June 2020, Ms. DONG has been serving as a non-executive director of Bank of Tianjin Co., Ltd., a company listed on the Stock Exchange (stock code: 1578). Ms. DONG has been the chairman of Airbus (Tianjin) Jigs and Tools Company Limited (空中客車(天津)工裝夾具有限公司) and the director of Hong Kong Bao Chuang Investment Limited since September 2019. Since December 2018, Ms. DONG has been serving as a supervisor of Tianbao Infrastructure and a director of Bohai Securities Co., Ltd. (渤海證券股份有限公司). Ms. DONG served as a director of Hong Kong Baorong Development Limited (香港保融發展有限公司) between April 2015 and September 2019 and an executive director of Tianjin Tianbao Binhai Investment Services Co., Ltd. (天津天保濱海投資服務有限公司) between December 2014 and September 2019.

Ms. DONG graduated from the department of international finance of Tianjin University of Finance and Economics (天津財經大學) and obtained a master's degree in economics in December 2012.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

INDEPENDENT NON-EXECUTIVE DIRECTORS

The biographical details of the independent non-executive Director candidates are set out as follows:

Mr. CHAN Wai Dune, aged 70, is currently an independent non-executive Director and the chairperson of the audit committee of the Company and the chairman and chief executive officer of Crowe (HK) CPA Limited. He has over 40 years of experience in the finance sector, particularly in the areas of auditing and taxation. Mr. CHAN is a certified public accountant and is a fellow member of each of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the Taxation Institute of Hong Kong. He is also an associate chartered accountant of The Institute of Chartered Accountants in England and Wales. Mr. CHAN is currently serving as the executive committee and treasurer of the development fund of Friends of Hong Kong Association Ltd. Mr. CHAN was a member of the selection committee for the establishment of the first and current sixth government of the Hong Kong Special Administrative Region, a member of the ninth to thirteenth of China People’s Political Consultative Conference of the Guangzhou Municipal Committee, and has been a member of the Standing Committee of the Chinese People’s Political Consultative Conference of the Guangzhou Committee since the 11th session.

Mr. CHAN was a non-executive director of the following company. As confirmed by Mr. CHAN, as far as he is aware, the dissolution of the company mentioned below has not resulted in any liability or obligation being imposed against him.

Name of Company:	Pickquick Plc.
Place of incorporation:	The United Kingdom
Nature of business before dissolution:	Production and sale of golf products
Date of dissolution:	May 9, 2004
Reasons for dissolution:	Creditors’ voluntary liquidation as the company failed to pay a claim in the amount of approximately GBP903,199

HKICPA reprimanded Mr. CHAN for his audit of the financial statements of a Hong Kong listed company for the year ended December 31, 2005 on May 5, 2022 and imposed a penalty. However, HKICPA has made no allegation of fraud or dishonesty and the reprimand was not related to Mr. CHAN’s integrity.

HKICPA reprimanded Mr. CHAN and CCIF CPA Limited (“**CCIF**”) on February 2, 2010 and imposed a penalty of HK\$40,000 due to their breach of a professional standard issued by the HKICPA in relation to the preparation of the audited financial statements of a listed company in Hong Kong for the year ended July 31, 2004. Mr. CHAN was the then managing director of CCIF. The reprimand was not related to Mr. CHAN’s integrity but the internal procedures of handling the audit procedure of CCIF where Mr. CHAN had to assume some responsibilities as being the managing director of CCIF and responsible for signing the relevant auditors’ report. Mr. CHAN was not suspended for the issue of practicing certificates by the HKICPA.

Based on the above information and his past performance, the Board (including all Directors but excluding Mr. CHAN) is of the view that with his professional knowledge and experience, Mr. CHAN is considered to be fit and proper to act as an independent non-executive Director.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Mr. YOU Shijun, aged 67, is currently an independent non-executive Director, a member of nomination committee, the chairperson of the remuneration committee of the Company. He has been the chairman of the board of directors of Tianjin Beiyang Heat Energy Technology Co., Ltd.(天津市北洋熱能科技有限公司) since August 2019. From July 2001 to February 2022, he was successively a professor, a doctoral advisor and the head of the Department of Building Environment and Equipment Engineering of the School of Environmental Science and Engineering of Tianjin University. From October 1997 to December 2000, he successively served as an associate professor and deputy head of the Department of Building Environment and Equipment Engineering of the School of Architectural Engineering of Tianjin University. He was a visiting scholar at the Hong Kong Polytechnic University from October 1996 to October 1997. From May 1985 to October 1996, he successively served as a lecturer, deputy dean and associate professor of the Department of Civil Engineering of Tianjin University.

Mr. YOU has served as a president of Chinese Association of Refrigeration since October 2020, a member of China Town Heating Association (中國城鎮供熱協會) since December 2019, a vice chairman of the Air-conditioning Heat Pump Professional Committee of Chinese Association of Refrigeration (中國製冷學會空調熱泵專業委員會) and a vice president of the national HVAC Technology Innovation Alliance (暖通空調產業技術創新聯盟) since April 2019, and the president of Tianjin Refrigeration Association (天津市製冷學會) since March 2018.

Mr. YOU obtained a master's degree in Thermal Engineering from Tianjin University in April 1985 and a doctoral degree in Power Engineering and Engineering Thermophysics from Tianjin University in August 2003.

Ms. YANG Ying, aged 42, is currently an independent non-executive Director, and a member of the audit committee, remuneration committee and nomination committee of the Company. She has been a director and general manager of Qingyinghui Investment Management (Tianjin) Co., Ltd. (菁英匯投資管理(天津)有限責任公司) since December 2021. From June 2015 to December 2021, Ms. YANG was a senior partner of Shanghai Allbright Law Offices (Tianjin) (上海錦天城(天津)律師事務所). She was an executive chief of the Tianjin Bencheng Law Firm (天津本誠律師事務所) from July 2012 to June 2015. Ms. YANG was also the host of the television show "Law Lecture" (法律講堂), broadcasted on channel CCTV-12 and the guest lawyer of the television show "Hotline-12" (熱線12) from 2010 to 2015. From February 2006 to February 2010, Ms. YANG was a practising lawyer in several law firms in PRC, including Tianjin Jinbo Law Firm (天津津博律師事務所) and Beijing Zhong Lun W&D (Tianjin) Law Firm (北京中倫文德(天津)律師事務所).

Ms. YANG obtained her doctorate degree in management from the University of Tianjin (天津大學) in PRC in February 2009. She was also awarded the Hexi District Youth Foundation Outstanding Progress Award (河西青聯優秀進步獎) for the years 2012 and 2013. She was listed as a Tianjin Municipal Government Part-time Government Legal Adviser by the Tianjin Municipal Government Legislative Affairs Office (天津市政府法制辦) in October 2016.

SHAREHOLDER REPRESENTATIVE SUPERVISORS

The biographical details of the Shareholder Representative Supervisor candidates are set out as follows:

Mr. LI Yingjie, aged 38, currently is a Shareholder Representative Supervisor and the chairperson of the Supervisory Committee. Mr. LI has been the deputy head of the risk control department of Tianbao Holdings since March 2022. Mr. LI was a deputy general manager of the strategy and investment development department of Tianjin Construction Engineering Group (Holding) Co., Ltd. (天津市建工集團(控股)有限公司) from September 2018 to March 2022. He served as the associate chief officer of Tianjin Economic and Technological Development Zone Development Bureau from March 2014 to September 2018 and the officer of Tianjin Economic and Technological Development Zone Development Bureau from September 2010 to March 2014. From August 2009 to September 2010, he was the section chief of the project department of China Construction Municipal Construction Co., Ltd. (中建市政建設有限公司).

Mr. LI has served as a director of Tianjin Tianbao Asset Management Co., Ltd. (天津天保資產經營管理有限公司), Tianjin Tianbao Thermal Electricity Company Limited (天津天保熱電有限公司) and Tianjin Tianbao Construction Development Co., Ltd. (天津天保建設發展有限公司), respectively since June 2022. He was a supervisor of Tianjin Construction Engineering Group (Holding) Co., Ltd. (天津市建工集團(控股)有限公司) from November 2021 to October 2022, and an arbitrator of Tianjin Arbitration Commission since June 2019. He graduated from Nankai University (南開大學) with a master's degree in law in June 2009.

Mr. SHAO Guoyong, aged 44, is currently a Shareholder Representative Supervisor of the Company. Mr. SHAO has been the head of risk management department in Tianjin Tianbao Commercial Factoring Co., Ltd. (天津天保商業保理有限公司) and the head of risk management department in Tianjin Binhai New Area Tianbao Microcredit Co., Ltd. (天津濱海新區天保小額貸款有限公司) since April 2018. He joined the Company in January 2017. From January 2015 to April 2018, Mr. SHAO served as the deputy head of the risk management department in Tianjin Tianbao Commercial Factoring Co., Ltd. (天津天保商業保理有限公司). He joined Tianjin Tianbao Leasing Co., Ltd. (天津天保租賃有限公司) as the head of the legal department from June 2012 to January 2015. From January 2007 to May 2012, he worked as a practicing lawyer in Tianjin Guopeng Law Firm (天津國鵬律師事務所).

Mr. SHAO obtained his bachelor's degree in laws from the Tianjin University of Commerce (天津商學院) in PRC in June 2001 and his master's degree in laws from Nankai University (南開大學) in PRC in December 2015. Mr. SHAO holds a legal professional qualification certificate promulgated by the Ministry of Justice in PRC since November 2003. Mr. SHAO was awarded the "2014-2016 Tianjin Excellent In-house Legal Consultant Award" (天津市國資系統2014-2016年度優秀企業法律顧問) by State-owned Assets Supervision and Administration Commission of Tianjin Municipal People's Government (天津市人民政府國有資產監督管理委員會) in January 2017.

**APPENDIX II BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES OF THE
THIRD SESSION OF THE SUPERVISORY COMMITTEE**

EMPLOYEE REPRESENTATIVE SUPERVISOR

The biographical details of the Employee Representative Supervisor are set out as follows:

Ms. JIAO Dongxu, aged 37, is an Employee Representative Supervisor. Ms. JIAO had been the deputy head of the general office of the Company since July 2022 and the deputy head of the audit and risk control department of the Company in between July 2020 and July 2022. She joined the Company in July 2008, and served as the administrator of the three remotes (remote control, remote signaling, and telemetry) of the power supply department from July 2008 to March 2020 and the Party administrator of the general office from March 2020 to July 2020.

Ms. JIAO obtained a bachelor's degree in electrical engineering from Northeast Electric Power University in Jilin Province in July 2008.

NOTICE OF EGM

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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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2023 TO BE HELD ON JANUARY 17, 2023

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2023 (the “EGM”) of Tianjin Tianbao Energy Co., Ltd.* (the “**Company**”) will be held at 10 a.m. on January 17, 2023 (Tuesday) 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:

SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the Articles of Association.

ORDINARY RESOLUTIONS

2. To consider and approve the proposed amendments to the Rules of Procedures for Meetings of the Board of Directors.
3. To consider and approve the re-election of the following candidates as Directors for the third session of the Board:
 - (i) Mr. ZHOU Shanzhong as an executive Director;
 - (ii) Mr. WANG Geng as an executive Director;
 - (iii) Mr. MAO Yongming as an executive Director;
 - (iv) Mr. YAO Shen as an executive Director;
 - (v) Mr. WANG Xiaotong as a non-executive Director;

NOTICE OF EGM

- (vi) Ms. DONG Guangpei as a non-executive Director;
 - (vii) Mr. CHAN Wai Dune as an independent non-executive Director;
 - (viii) Mr. YOU Shijun as an independent non-executive Director; and
 - (ix) Ms. YANG Ying as an independent non-executive Director.
4. To consider and approve the re-election of the following candidates as the Shareholder Representative Supervisors for the third session of the Supervisory Committee as well as determining the remuneration of Employee Representative Supervisor:
- (i) Mr. LI Yingjie as a Shareholder Representative Supervisor;
 - (ii) Mr. SHAO Guoyong as a Shareholder Representative Supervisor; and
 - (iii) The determination of Ms JIAO Dongxu's remuneration as an Employee Representative Supervisor.

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

Tianjin, the People's Republic of China, December 23, 2022

* *For identification purpose only*

NOTICE OF EGM

Note:

1. The register of members of the Company will be closed from January 12, 2023 (Thursday) to January 17, 2023 (Tuesday) (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 EGM must lodge all transfer documents accompanied by the relevant share certificates to (in case of H Shareholders) the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or no later than 4:30 p.m. on January 11, 2023 (Wednesday).
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy needs not to be a shareholder of the Company.
3. In order to be valid, the proxy form of Shareholders for the EGM should be deposited by hand or by post to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or no later than 24 hours before the time for holding the EGM 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 EGM or any adjourned meetings thereof should they so wish.
4. Shareholders or their proxies shall provide their identification documents when attending the EGM. 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 Shareholders, 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. The on-site EGM is expected to take no more than half of a working day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
7. 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.
8. The details about the aforesaid resolution proposed for the consideration and approval of the EGM are set out in the circular of the EGM to be dispatched by the Company. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the EGM to be dispatched by the Company.

As of the date of this notice, the Board comprises Mr. ZHOU Shanzhong, Mr. WANG Geng, Mr. MAO Yongming and Mr. YAO Shen as executive Directors; Mr. WANG Xiaotong and Ms. DONG Guangpei as non-executive Directors; and Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying as independent non-executive Directors.