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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2024**

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The letter from the Board is set out on pages 3 to 6 of this circular.

A notice dated July 19, 2024 convening the EGM to be held at 10 a.m. on August 6, 2024 (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 7 to 8 of this circular.

The proxy form for the EGM has been published on the HKEXnews website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.tjtbn.com>). 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 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.

\* For identification purpose only

July 19, 2024

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## DEFINITIONS

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*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 second extraordinary general meeting of the Company in 2024 to be held at 10 a.m. on August 6, 2024 (Tuesday) at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Port Free Trade Zone, Tianjin City, the PRC
“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
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	July 19, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“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
“Ms. SHI”	SHI Wei (史瑋)
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	as defined under the Listing Rules
“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 Tianjin Free Trade Zone Investment Holdings Group Co., Ltd.* (天津保稅區投資控股集團有限公司), one of our Shareholders

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. ZHOU Shanzhong (*Chairman*)

Mr. WANG Geng

Mr. MAO Yongming

Mr. YAO Shen

*Registered Address in the PRC:*

No. 35 Haibinba Road

Tianjin Port Free Trade Zone

Tianjin City

PRC

*Non-executive Director:*

Ms. DONG Guangpei

*Headquarters/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. YOU Shijun

Ms. YANG Ying

*Principal Place of*

*Business in Hong Kong:*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

July 19, 2024

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2024**

**INTRODUCTION**

Reference is made to the announcement of the Company dated July 19, 2024 in relation to 1) the proposed appointment of a non-executive Director; 2) the proposed change to the member of the audit committee of the Board; and 3) the convening of the EGM. An ordinary resolution will

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## LETTER FROM THE BOARD

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be proposed at the EGM to approve the appointment of Ms. SHI Wei as a non-executive Director and the determination of her remuneration. The purpose of this circular is to provide you with the information on the resolution above to enable you to be fully informed in order to vote for or against the proposed resolution at the EGM.

### **PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The appointment of Ms. SHI as a non-executive Director is subject to the approval of the Shareholders and the term of Ms. SHI's appointment as a non-executive Director shall commence from the date of approval by the Shareholders at the EGM and end on the expiry of the term of the third session of the Board.

The biographical details of Ms. SHI are as follows:

Ms. Shi Wei, aged 35, has served as an investment specialist of the investment department of Tianbao Investment since December 2018 to date and a securities administrator of the Company from January 2017 to November 2018. From May 2014 to December 2016, she served as an investment specialist in the investment department of Tianbao Investment.

Ms. Shi obtained a Master of Science in Accounting and Finance from Bangor University in the United Kingdom in September 2013.

As at the Latest Practicable Date, save as disclosed in this circular, Ms. SHI has confirmed that: (i) she does not have any relationship with any Directors, supervisors of the Company, senior management or substantial Shareholders or controlling Shareholders of the Company or its subsidiaries; (ii) 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) 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 (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other matter with respect to her 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 Company will enter into a service agreement with Ms. SHI upon the approval of her appointment as a non-executive Director by the Shareholders, and no remuneration is payable by the Company during the term of the service agreement.

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## LETTER FROM THE BOARD

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In accordance with the Articles of Association, an ordinary resolution to consider and approve the election of Ms. SHI as a non-executive Director and the proposed determination of the remuneration of the Director will be proposed at the EGM.

In addition, the Board announces that Ms. SHI will be appointed as a member of the audit committee of the Board, which will take effect concurrently with the appointment of Ms. SHI as a non-executive Director.

### **THE EGM**

The Company will convene the EGM at 10 a.m. on August 6, 2024 (Tuesday) 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 the resolution in respect of the matter set out in the notice of the EGM. The notice of the EGM is set out on pages 7 to 8 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 return 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, all votes 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 89 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 meeting 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 August 3, 2024 (Saturday) to August 6, 2024 (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

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## LETTER FROM THE BOARD

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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 August 2, 2024 (Friday).

### RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolution to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the resolution 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,  
By order of the Board  
**Tianjin Tianbao Energy Co., Ltd.\***  
**ZHOU Shanzhong**  
*Chairman*

Tianjin, the People's Republic of China, July 19, 2024



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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 SECOND EXTRAORDINARY GENERAL MEETING IN 2024  
TO BE CONVENED ON AUGUST 6, 2024**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting in 2024 (the “EGM”) of Tianjin Tianbao Energy Co., Ltd.\* (the “**Company**”) will be convened at 10 a.m. on August 6, 2024 (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 resolution:

**ORDINARY RESOLUTION**

1. To consider and approve the election of Ms. SHI Wei (史玮) as a non-executive Director for the third session of the Board and the proposed determination of her remuneration.

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

Tianjin, the People's Republic of China, July 19, 2024

\* For identification purpose only

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## NOTICE OF EGM

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*Notes:*

1. The register of members of the Company will be closed from August 3, 2024 (Saturday) to August 6, 2024 (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 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 August 2, 2024 (Friday).
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.
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 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 less than half a 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. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the EGM.

*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; Ms. DONG Guangpei as non-executive Director; and Mr. CHAN Wai Dune, Mr. YOU Shijun and Ms. YANG Ying as independent non-executive Directors.*