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**CHINA TIANBAO GROUP DEVELOPMENT COMPANY LIMITED**  
**中國天保集團發展有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1427)**

**CHANGE OF JOINT COMPANY SECRETARY,  
AUTHORIZED REPRESENTATIVE AND PROCESS AGENT  
AND  
WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY, AUTHORIZED REPRESENTATIVE AND  
PROCESS AGENT**

The board (the “**Board**”) of directors (the “**Directors**”) of China Tianbao Group Development Company Limited (the “**Company**”) hereby announces that Mr. Lei Kin Keong (“**Mr. Lei**”) has tendered his resignation as (i) the joint company secretary of the Company (the “**Joint Company Secretary**”), (ii) an authorized representative of the Company (the “**Authorized Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (iii) the authorized representative of the Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from December 6, 2021.

Mr. Lei has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board is pleased to further announce that Ms. Lin Sio Ngo (練少娥) (“**Ms. Lin**”) has been appointed as one of the Joint Company Secretaries, Authorized Representative and Process Agent with effect from December 6, 2021. Mr. Du Hang (杜航) (“**Mr. Du**”) will continue to serve as the other Joint Company Secretary.

The biographical details of Mr. Du and Ms. Lin are set out below:

Mr. Du joined Tianbao Construction Group Company Limited (天保建設集團有限公司) (“**Tianbao Construction Group**”) as an officer of the department of corporate planning in July 2015. He served various positions in Tianbao Construction Group, including the assistant to the general manager of Tianbao Construction Group and deputy manager of the department of corporate planning of Tianbao Construction Group from September 2016 to June 2018. He has been a deputy manager of the department of development and planning of Tianbao Construction Group since June 2018. Mr. Du has over six years of experience in management and finance.

Mr. Du is a member of scientific technology and talent skills sector of 13th China Communist Youth League Baoding Committee (保定市青年聯合會). Mr. Du obtained the graduation certificate from Langfang Normal University (廊坊師範學院) majoring in international economics and trade in June 2015, and has been studying the Adult Higher Education Program (成人高等教育) majoring in civil engineering in Hebei GEO University (河北地質大學) via correspondence course since March 2017, and was graduated in June 2019. Mr. Du was qualified as an assistant engineer in architectural engineering in December 2016 by the Office of the Leading Group for Professional Title Reforms in Hebei Province (河北省職稱改革領導小組辦公室).

Ms. Lin is a manager of SWCS Corporate Services Group (Hong Kong) Limited with over 20 years of working experience in corporate secretarial and administration areas. Ms. Lin is an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators).

Ms. Lin holds a degree of bachelor of business administration and a degree of master of corporate governance both from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong).

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Reference is made to the appointment of Mr. Du as one of the Joint Company Secretaries and the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in relation to the eligibility of Mr. Du to act as the Joint Company Secretary for a period of three years from the date of the Company’s listing (i.e. November 11, 2019) to November 10, 2022 (the “**Waiver Period**”), on the condition that Mr. Lei, who meets the requirements under Rules 3.28 and 8.17 of the Listing Rules, is engaged as the Joint Company Secretary and provides assistance to Mr. Du to acquire the “relevant experience” within the meaning of Rule 3.28 of the Listing Rules and to discharge his duties as the Joint Company Secretary during the Waiver Period. The Waiver will be revoked immediately when Mr. Lei, during the Waiver Period, ceases to provide assistance to Mr. Du.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to a new waiver (the “**New Waiver**”) to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period from the date of appointment of Ms. Lin as the Joint Company Secretary (i.e. from December 6, 2021) to November 10, 2022 (i.e. the remaining period of the Waiver Period) (the “**New Waiver Period**”) in relation to the eligibility of Mr. Du to act as a Joint Company Secretary. The New Waiver is granted on the conditions that:

- (i) Mr. Du will be assisted by Ms. Lin during the New Waiver Period; and
- (ii) this waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the New Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Du, having had the benefit of Ms. Lin’s assistance during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The New Waiver applied to Ms. Lin’s appointment as the Joint Company Secretary only. The Stock Exchange may withdraw or change the New Waiver if the Company’s situation changes.

The Board would like to take this opportunity to express its gratitude to Mr. Lei for his valuable contribution to the Company during his tenure of service, and to welcome Ms. Lin on her new appointment.

By order of the Board  
**China Tianbao Group Development Company Limited**  
**Li Baotian**  
*Chairman of the Board and Executive Director*

Hong Kong, December 6, 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Li Baotian, Ms. Shen Lifeng, Ms. Wang Xinling, Mr. Li Yaruixin, Ms. Wang Huijie and Mr. Zang Lin; and the independent non-executive directors of the Company are Mr. Li Xu, Mr. Liu Kaixiang and Mr. Li Qingxu.*