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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)

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by China Tianbao Group Development Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”).

The board of directors of the Company (the “**Board**”) proposes to amend the Memorandum and Articles of Association in order to (i) bring the Memorandum and Articles of Association in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular, core standards set out for shareholders protection in Appendix 3 to the Listing Rules which became effective on January 1, 2022; (ii) incorporate certain housekeeping amendments; and (iii) update and clarify provisions where it is considered desirable. As such, the Board proposes to adopt a new set of memorandum and articles of association in substitution for the existing Memorandum and Articles of Association (the “**Proposed Amendments**”).

Save for the Proposed Amendments, contents of other provisions of the Memorandum and Articles of Association shall remain unchanged.

The adoption of the Proposed Amendments is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company. A circular containing, among other things, details of the Proposed Amendments and the notice of annual general meeting will be despatched to the shareholders of the Company in due course.

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

Hong Kong, April 8, 2022

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.