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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 INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 2022**

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The letter from the Board is set out on pages 3 to 7 of this circular.

A notice dated August 9, 2022 convening the EGM to be held at 10 a.m. on August 29, 2022 (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 8 to 9 of this circular.

The proxy form for the EGM has been posted to you on August 9, 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 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*

August 9, 2022

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## DEFINITIONS

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

|                              |  |
|------------------------------|--|
| “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) |
| “controlling shareholder(s)” | as defined under the Listing Rules   |
| “Director(s)”                | director(s) of the Company   |
| “EGM”                        | the third extraordinary general meeting of the Company in 2022 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 August 29, 2022 (Monday)          |
| “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”    | August 9, 2022, 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  |

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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 |
| “Mr. YOU”                    | Mr. YOU Shijun* (由世俊)   |
| “PRC”                        | the People’s Republic of China  |
| “Share(s)”                   | ordinary share(s) in the share capital of the Company   |
| “Shareholder(s)”             | holder(s) of Share(s)   |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited   |
| “substantial shareholder(s)” | as defined under the Listing Rules  |

\* *For identification purpose only*

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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 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  
Ms. YANG Ying

*Principal Place of Business  
in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai, Hong Kong

August 9, 2022

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 2022**

**INTRODUCTION**

Reference is made to the announcement of the Company dated August 9, 2022 in relation to the proposed appointment of independent non-executive Director and convening of the third extraordinary general meeting of the Company in 2022. An ordinary resolution will be proposed at the EGM to approve the appointment of Mr. YOU Shijun as an independent non-executive Director and the determination of his 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.

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## LETTER FROM THE BOARD

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### PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The appointment of Mr. YOU as an independent non-executive Director is subject to the approval of the Shareholders. The term of Mr. YOU's appointment as an independent non-executive Director shall commence upon the approval by the Shareholders at the EGM and shall end on the expiry of the second session of the Board.

The biographical details of Mr. YOU are as follows:

Mr. YOU Shijun (由世俊), aged 67, 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.

As at the Latest Practicable Date, save as disclosed in this circular, Mr. YOU has confirmed that: (i) he does not have any relationship with any Directors, supervisors of the Company, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries; (ii) he 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 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 his 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.

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## **LETTER FROM THE BOARD**

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The Company will enter into a service agreement with Mr. YOU upon the approval of his appointment as an independent non-executive Director by the Shareholders. Mr. YOU, shall receive a remuneration of RMB90,000 per annum (tax inclusive) payable on a monthly basis as an independent non-executive Director.

It is also resolved by the Board that Mr. YOU will be appointed as the chairman and a member of the remuneration committee of the Board and a member of the nomination committee of the Board, the term of office of which shall commence upon approval of the Shareholders of his appointment as an independent non-executive Director at the EGM and shall end on the expiry of the second session of the Board.

The nomination is proposed by the nomination committee of the Board of the Company in accordance with the provisions of the Articles of Association and terms of reference of the nomination committee in consideration of the candidate's gender, age, culture, perspectives, education background, occupation, job title, detailed work experience, all the part-time positions, independence and specific needs of the Company, and has been considered and approved by the Board. Such nomination will be proposed to the EGM for election and determination. Mr. YOU is an experienced academia in the field of energy for many years, and has also made contributions serving different professional associations. To appoint Mr. YOU as an independent non-executive Director will maintain board diversity of the Company, which will contribute extensive expertise and experience in energy to the Board, optimize the structure of the Board, guide the Company to further strengthen its compliance management and promote the Board to better supervise the Company's promotion and implementation of its development strategies.

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

### **COMPLIANCE WITH LISTING RULES AND THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated July 20, 2022 in respect of passing away of an independent non-executive director of the Company. Upon the approval of the appointment of Mr. YOU as an independent non-executive Director by the Shareholders, the Company will fully comply with the requirements set out in Rules 3.10(1), 3.10A, 3.25 and 3.27A of the Listing Rules and Article 133 of the Articles of Association.

### **THE EGM**

The Company will convene the EGM at 10 a.m. on August 29, 2022 (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 the resolution in respect of the matters set out in the notice of the EGM. A form of proxy has been despatched to the Shareholders in accordance with the Listing Rules on August 9, 2022. The notice of the EGM is set out on pages 8 to 9 of this circular.

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## LETTER FROM THE BOARD

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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, 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 EGM 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 EGM, the register of members of the Company will be closed from August 24, 2022 (Wednesday) to August 29, 2022 (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 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 August 23, 2022 (Tuesday).

### **Recommendation**

The Board (including 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, and accordingly, recommends the Shareholders to vote in favor of the resolution to be proposed at the EGM.



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## LETTER FROM THE BOARD

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### 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, August 9, 2022

\* *For identification purpose only*

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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 THIRD EXTRAORDINARY GENERAL MEETING IN 2022  
TO BE HELD ON AUGUST 29, 2022**

**NOTICE IS HEREBY GIVEN** that the third extraordinary general meeting in 2022 (the “**EGM**”) of Tianjin Tianbao Energy Co., Ltd.\* (the “**Company**”) will be held at 10 a.m. on August 29, 2022 (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 resolution:

**ORDINARY RESOLUTION**

1. To consider and approve the election of Mr. YOU Shijun as an independent non-executive Director of the second session of the Board and the proposed determination of his remuneration.

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

Tianjin, the People's Republic of China, August 9, 2022

\* *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 24, 2022 (Wednesday) to August 29, 2022 (Monday) (both days inclusive), during which period no transfer of Shares of the Company can be registered. Shareholders who wish to attend and vote at the EGM must lodge all transfer documents accompanied by the relevant share certificates to the Company's 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 23, 2022 (Tuesday).
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on a poll 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 must be deposited by hand or by post to 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 not less 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 to be despatched 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 despatched 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 and Ms. Yang Ying as independent non-executive Directors.*