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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 2025 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 annual general meeting (the "**AGM**") of Tianjin Tianbao Energy Co., Ltd.* (the "**Company**") will be held at 10 a.m. on May 6, 2026 (Wednesday) at the meeting room, 3/F, No. 35 Haibinba Road, Tianjin Pilot Free Trade Zone (Tianjin Port Free Trade Zone), the PRC, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

## ORDINARY RESOLUTIONS

1. To consider and approve the adoption of the report of the Board for the year ended December 31, 2025.

2. To consider and approve the annual report of the Company for the year 2025.

3. To consider and approve the adoption of the Group's audited financial statements as of, and for the year ended December 31, 2025.

4. To consider and approve the final financial accounts of the Group for the year ended December 31, 2025.

5. To consider and approve the financial budget of the Company for the year 2026.

6. To consider and approve the Company's profit distribution plan for the year ended December 31, 2025.

7. To consider and approve the remuneration plan for the Directors for the year ending December 31, 2026.

* *For identification purpose only*

8. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the Company's international auditor for 2026 for a term until the conclusion of the next annual general meeting of the Company, and its remuneration.

9. To consider and approve the appointment of Ms. YIN Ning (殷寧) as an executive Director and determination of her proposed remuneration.

10. To consider and approve the "15th Five-Year" strategic development plan of the Company.

11. To approve and confirm the proposed amendments to the rules of procedures of the Board meeting.

12. To approve and confirm the proposed amendments to the rules of procedures of the shareholders' meeting.

**SPECIAL RESOLUTIONS**

13. To approve and confirm the proposed amendments to the Articles of Association.

14. (I) To consider and approve the grant of a general mandate to the Board to allot, issue and deal with additional H Shares (including any sale or transfer of Treasury Shares) during the relevant period (as defined in paragraph (a) of this resolution). The Board may, independently or simultaneously, allot, issue and deal with additional H Shares (including any sale or transfer of Treasury Shares) (otherwise than pursuant to the issue of H Shares by conversion of the surplus reserve into the share capital in accordance with the PRC Company Law and the Articles of Association of the Company) that shall not exceed 20% of the number of Shares in issue (excluding Treasury Shares) as at the date of passing the resolution. The exercise of the general mandate shall comply with the conditions below:

    (a) The Board may make or grant Share sales proposal and agreements which would or might require the exercise of such power after the expiry of the relevant period:

        For the purpose of this resolution, the "relevant period" means the period from the date of passing this resolution until the earliest of either:

        (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at the general meeting;

(ii) the expiry date of 12 months after the passing of this resolution at the general meeting; and

(iii) the date on which the authorization set out in this resolution is revoked or amended by a special resolution in a general meeting of the Company.

(b) The number of H Shares to be allotted, issued or dealt with or conditionally or unconditionally agreed to be allotted, issued or dealt with (including any sale or transfer of Treasury Shares) (whether pursuant to the exercise of options or otherwise by the Board) shall not exceed 20% of the number of Shares in issue (excluding Treasury Shares) as at the date of passing the resolution.

(c) The Board will exercise the power under such mandate in accordance with the PRC Company Law, other applicable laws and regulations of the PRC and the Listing Rules as amended from time to time and upon the necessary approval from the China Securities Regulatory Commission and other relevant authorities.

(II) The Board be and is hereby authorized to make such amendments to the Articles of Association of the Company as it thinks fit so as to increase the registered share capital and reflect the new capital structure of the Company upon the allotment, issuance of and dealing with H Shares as contemplated in the above paragraph (I) of this resolution in accordance with the PRC Company Law, other applicable laws and regulations in the PRC and the Listing Rules; and

(III) Contingent on the Board resolving to allot, issue and deal with H Shares (including any sale or transfer of Treasury Shares) of the Company pursuant to paragraph (I) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be approved, executed and done, all such documents, deeds and things as it may consider necessary in connection with the issuance, allotment of and dealing with such Shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the target of the issue and the place and time of the issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities.

15. (I) To consider and approve the grant of a general mandate to the Board to repurchase H Shares during the relevant period (as defined in paragraph (III) of this resolution). The Board may according to all applicable laws and regulations of the PRC government or securities regulatory authorities, as well as the Stock Exchange, repurchase H Shares on terms deemed appropriate, not exceeding 10% of the total number of issued H Shares (excluding any Treasury Shares) as of the date of this resolution;

(II) The Board is authorized to make (including but not limited to) the following during the relevant period:

(a) determine the specific repurchase plan, including but not limited to the repurchase price, number of Shares to be repurchased, repurchase timing and repurchase period, etc.;

(b) open stock accounts and handle the relevant procedures for the repurchase funds, etc.;

(c) determine the specific use of the repurchased H Shares in accordance with the actual situation of the Company and to adjust or change such use as permitted by the relevant laws and regulations;

(d) based on market conditions and the capital management needs of the Group at the time of repurchase, decide to cancel such repurchased H Shares or hold such repurchased H Shares as Treasury Shares;

(e) if it is decided to cancel the repurchased H Shares, in accordance with the provisions of the Articles of Association, the cancellation procedures for repurchased shares shall be carried out to reduce the registered capital of the Company, and the Articles of Association shall be amended as it deems appropriate and necessary to reflect the reduction of the registered capital of the Company; and

(f) take any other necessary actions and complete any necessary procedures to repurchase such shares in accordance with paragraph (I) of this special resolution.

(III) For the purpose of this resolution, "relevant period" means the period from the date of passing this resolution until the earliest of either:

(a) the conclusion of the next annual general meeting of the Company following the passing this resolution at the AGM;

(b) the date on which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws; or

(c) the date on which the authorization set out in this resolution is revoked or amended by a special resolution in a general meeting of the Company.

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

Tianjin, the People's Republic of China, April 13, 2026

* *For identification purpose only*

*Notes:*

1. For the purpose of ascertaining the entitlement of holders of H Shares to attend and vote at the AGM, the register of members of the Company will be closed from April 30, 2026 (Thursday) to May 6, 2026 (Wednesday) (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 AGM 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 April 29, 2026 (Wednesday). The record date for ascertaining the entitlement of the Shareholders to attend and vote at the AGM is May 6, 2026 (Wednesday).

2. For the purpose of ascertaining the entitlement of holders of H Shares to the proposed 2025 final dividend, the register of members of the Company will be closed from May 13, 2026 (Wednesday) to May 18, 2026 (Monday) (both days inclusive), during which period no transfer of Shares of the Company can be registered. In order to qualify for the proposed 2025 final dividend, holders of shares 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 May 12, 2026 (Tuesday). The record date for ascertaining the entitlement of the Shareholders to the proposed 2025 final dividend is May 18, 2026 (Monday).

3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy needs not to be a Shareholder.

4. In order to be valid, the proxy form of Shareholders for the AGM must be deposited by hand or by post to the 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 AGM 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 AGM or any adjourned meetings thereof should they so wish.

5. Shareholders or their proxies shall provide their identification documents when attending the AGM. 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.

6. In case of joint holders, 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.

7. The on-site AGM is expected to take less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.

8. The address of the head office of the Company in the PRC is No. 35 Haibinba Road, Tianjin Pilot Free Trade Zone (Tianjin Port Free Trade Zone), the PRC.

*As at the date of this notice, the Board comprises Mr. ZHOU Shanzhong, Mr. MAO Yongming, Mr. YAO Shen and Mr. WANG Geng as executive directors; Ms. YANG Dingjing and Ms. SHI Wei as non-executive directors; and Mr. CHAN Wai Dune, Ms. ZHANG Huan and Ms. YANG Wei as independent non-executive directors.*