THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Tianbao Group Development Company Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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TBGD

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)

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an Annual General Meeting of China Tianbao Group Development Company Limited to be held at the Company's conference room in Baoxin International Building, No. 33 Guanyun East Road, Zhuozhou, Hebei Province, the PRC on Thursday, May 21, 2026 at 9:00 a.m. is set out on pages 22 to 26 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend and vote at the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof to the share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the meeting or any adjournment thereof should you so wish.

April 27, 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at the Company's conference room in Baoxin International Building, No. 33 Guanyun East Road, Zhuozhou, Hebei Province, the PRC on May 21, 2026 at 9:00 a.m., the notice of which is set out on pages 22 to 26 of this circular, and any adjournment thereof
"Articles of Association"	the memorandum and articles of association of the Company (as amended from time to time)
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors of the Company
"Buy-back Mandate"	a general mandate to be granted to the Directors to buyback Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares (if any)) as at the date of passing of the relevant resolution to approve such mandate, details of which are set out in the proposed ordinary resolution no. 6 of the notice of Annual General Meeting
"Cayman Companies Law"	the Companies Law of the Cayman Islands (revised), as amended, supplemented or otherwise modified from time to time
"CCASS"	Central Clearing and Settlement System established and operated by HKSCC
"close associates"	shall have the meaning ascribed to such term from time to time in the Listing Rules
"Company"	China Tianbao Group Development Company Limited (中國天保集團發展有限公司), an exempted company incorporated in Cayman Islands with limited liability on November 16, 2018, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1427)
"controlling shareholder(s)"	shall have the meaning ascribed to such term from time to time in the Listing Rules

"core connected person"	shall have the meaning ascribed to such term from time to time in the Listing Rules and "core connected persons" shall be construed accordingly
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars and Hong Kong cents, the lawful currency of Hong Kong
"HKSCC"	The Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares, and grant options and other securities over Shares not exceeding 20% of the total number of Shares in issue (excluding treasury shares (if any)) as at the date of passing of the relevant resolution to approve such mandate, details of which are set out in the proposed ordinary resolution no. 5 of the notice of Annual General Meeting
"Latest Practicable Date"	April 17, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, as amended from time to time
"Nomination Committee"	the nomination committee of the Board
"PRC"	People's Republic of China, but for the purposes of this circular and for geographical reference only (unless otherwise indicated) excludes Hong Kong, Macau Special Administrative Region of the People's Republic of China and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"RMB"	Renminbi, the lawful currency of the PRC

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) in the share capital of the Company with nominal value of HK$0.01 each
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	shall have the meaning ascribed to such term from time to time in the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
"Tianbao Construction Group"	Tianbao Construction Group Company Limited (天保建設集團有限公司), a limited liability company established in the PRC on March 18, 1998 and an indirect wholly-owned subsidiary of our Company
"Tianbao Real Estate Group"	Tianbao Real Estate Group Co., Ltd. (天保房地產集團有限公司) (formerly known as "Tianbao Property Development Company Limited (天保房地產開發有限公司)"), a limited liability company established in the PRC on May 10, 2001 and an indirect wholly-owned subsidiary of our Company
"%"	per cent

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)

Executive Directors
Mr. Li Baotian *(Chairman of the Board)*
Ms. Shen Lifeng
Ms. Wang Xinling
Mr. Li Yaruixin
Ms. Wang Huijie
Mr. Zang Lin

Independent non-executive Directors
Ms. Chen Zhu
Mr. Li Qingxu
Mr. Li Xu

Registered office
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Principal place of business in Hong Kong
Room 3101–3102
Hong Kong Plaza
186–188 Connaught Road West
Hong Kong

April 27, 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES; (2) RE-ELECTION OF DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting. The resolutions to be proposed at the Annual General Meeting are in respect of (i) the granting to the Directors of the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate; (ii) the re-election of Directors; and (iii) proposed re-appointment of auditor.

2. PROPOSED ISSUE MANDATE, BUY-BACK MANDATE AND EXTENSION OF ISSUE MANDATE

By resolutions passed by the Shareholders on June 26, 2025, the Directors were granted general mandates to issue Shares and to buy-back Shares, respectively. Such mandates will lapse at the conclusion of the forthcoming Annual General Meeting. In order to give the Company the flexibility to issue new Shares and to buy-back Shares if and when appropriate, ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of the following mandates to the Directors:

2.1 Issue Mandate

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders to consider and, if thought fit, approve the grant of the Issue Mandate to enable the Directors to exercise the power of the Company to issue, allot and deal with new Shares, and grant options and other securities over Shares not exceeding 20% of the total number of Shares in issue (excluding treasury shares (if any)) as at the date of passing of the resolution. Details of the Issue Mandate are set out in the proposed ordinary resolution no. 5 of the notice of Annual General Meeting.

As at the Latest Practicable Date, a total of 877,936,000 Shares were in issue and did not have any treasury shares. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 175,587,200 Shares.

2.2 Buy-back Mandate

At the Annual General Meeting, an ordinary resolution will also be proposed for Shareholders to consider and, if thought fit, approve the grant of the Buy-back Mandate to enable the Directors to exercise the power of the Company to buy-back Shares up to a maximum of 10% of the total number of Shares in issue (excluding treasury shares (if any)) as at the date of passing of the resolution. Details of the Buy-back Mandate are set out in the proposed ordinary resolution no. 6 of the notice of Annual General Meeting.

An explanatory statement, as required by the Listing Rules to provide to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the Annual General Meeting, is set out in Appendix I to this circular.

2.3 Extension of the Issue Mandate

In addition, an ordinary resolution will be proposed at the Annual General Meeting for Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate to enable the Directors to issue new Shares by adding to it the number of Shares bought-back under the Buy-back Mandate. Details of the extension of the Issue Mandate are set out in the proposed ordinary resolution no. 7 of the notice of Annual General Meeting.

The Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Articles of Association or any applicable laws; or (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

3. PROPOSED RE-ELECTION OF DIRECTORS

According to Article 108(a) of the Articles of Association, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

According to Article 108(a) of the Articles of Association, Mr. Li Baotian, Ms. Shen Lifeng and Mr. Li Qingxu will retire from the directorships at the Annual General Meeting, and are eligible and will offer themselves for re-election.

According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

According to Article 112 of the Articles of Association, Ms. Chen Zhu, a Director appointed by the Board to fill a casual vacancy, shall hold office until the Annual General Meeting of the Company and shall then be eligible for re-election.

3.1 Policies and Procedures for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director (including an independent non-executive Director) in accordance with the following policies and procedures:

i. The Nomination Committee formulated a list of criteria for selecting director candidates, which will take into account the existing structure, size, board diversity policy, skills matrix and the needs of the Board. The candidates should possess attributes that complement and expand the skill matrix, experience and expertise of the Board as a whole.

ii. Selection criteria:

The Nomination Committee considers, among others, the following factors when assessing candidates, and makes recommendations on the appointment of any candidate to the Board or re-appointment of any existing member(s) of the Board:

a. Integrity;

b. Achievements, experience and reputation in relevant business and other related industries;

c. Commitment in respect of sufficient time, interests and attention to the business of the Company;

d. Diversification of the Board in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;

e. The ability to assist and support management and make significant contributions to the Company's success;

f. Compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive Director; and

g. Any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

iii. The nomination procedures include:

a. The secretary of the Company shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee. The Nomination Committee may also nominate candidates for its consideration;

b. For the appointment of any candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such candidate and make recommendations for the Board's consideration and approval;

c. For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the candidates to stand for re-election at a general meeting; and

d. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

In recommending each of Mr. Li Baotian and Ms. Shen Lifeng to stand for re-election as an executive Director and Mr. Li Qingxu and Ms. Chen Zhu to stand for re-election as an independent non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

1. Mr. Li Baotian is responsible for the overall strategy, business development and management of the Group. He has over 40 years of work experience in the property development and construction contracting industry.

2. Ms. Shen Lifeng is responsible for the management of securities market, investment and financing of the Group. She has over 39 years of experience in law, investment and financing management and corporate management.

3. Mr. Li Qingxu has previously served as the vice president, the head of commission of science and technology and the head of informatisation committee of China Association of Construction Enterprise Management, providing independent advice on the operations and management of the Group.

4. Ms. Chen Zhu held various positions in medical institutions and possesses extensive medical and management resources, providing independent advice on the operations and management of the Group.

3.2 Recommendation of the Nomination Committee

Since Mr. Li Baotian, Ms. Shen Lifeng, Mr. Li Qingxu and Ms. Chen Zhu are members of the Nomination Committee, they had abstained from the discussion and voting at the meeting of the Nomination Committee regarding their re-election.

Taking into account various factors including but not limited to the Board diversity, different educational backgrounds and professional knowledge and experience in the respective fields of business management and construction contracting industry as mentioned above, the Nomination Committee considered that the re-appointment of Mr. Li Baotian and Ms. Shen Lifeng as executive Directors will bring valuable knowledge, skills and experiences to the Board for its efficient functioning and is beneficial to the continuity and stability of the Board.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of Mr. Li Qingxu and Ms. Chen Zhu based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Li Qingxu and Ms. Chen Zhu remain independent of the Company. The Nomination Committee considers that Mr. Li Qingxu and Ms. Chen Zhu has extensive management experience and provides industrial and other professional knowledge for decision making by the Board, which is beneficial to the continuity and stability of the Board.

Each of Mr. Li Baotian, Ms. Shen Lifeng, Mr. Li Qingxu and Ms. Chen Zhu have deep understanding of the Company, and their contribution and insights are also beneficial to the Company. The Nomination Committee believes that they will continue to make effective contribution to the Board.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors, namely Mr. Li Baotian, Ms. Shen Lifeng, Mr. Li Qingxu and Ms. Chen Zhu, during the period from January 1, 2025 to December 31, 2025 and found their performance satisfactory. Upon the successful re-election of candidates for the Board, more than one-third of the Board members of the Company will be women. The Board members will be in the age range of 41 years old to 70 years old, and one-third of the total number of the Board members will be members of less than 50 years old. The Nomination Committee had confirmed that the Company complied with a range of diversity requirement as set out in the board diversity policy of the Company after taking into account the aforementioned information.

Accordingly, the Board, on the recommendation of the Nomination Committee, proposed that Mr. Li Baotian, Ms. Shen Lifeng, Mr. Li Qingxu and Ms. Chen Zhu stand for re-election at the Annual General Meeting. All the retiring Directors had abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Particulars of the above retiring Directors proposed to be re-elected at the Annual General Meeting that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF AUDITOR

The mandate of the current auditor of the Company, CCTH CPA Limited ("**CCTH**"), will expire at the Annual General Meeting. As the result, CCTH will retire as auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. At the Annual General Meeting, an ordinary resolution will be put forward for approval of the re-appointment of the auditor.

The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Board which made recommendation to the Board that the proposed re-appointment be submitted for Shareholders' approval at the Annual General Meeting. The Board proposed to re-appoint CCTH as the auditor of the Company and to hold office until the end of the next annual general meeting of the Company.

5. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 22 to 26 of this circular and a form of proxy is also enclosed. Whether or not you are able to attend and vote at the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof to the share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the meeting or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be proposed at the Annual General Meeting will be voted by poll.

An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform you of the results of the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

To ascertain the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, May 18, 2026 to Thursday, May 21, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the Annual General Meeting, all transfers of the Company's Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, May 15, 2026 for registration.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility in respect of all and part of the information therein, 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 therein or this circular misleading.

8. RECOMMENDATIONS

The Directors consider that the proposed grant of the Issue Mandate, Buy-back Mandate, the extension of the Issue Mandate, the proposed re-election of Directors and the change of the auditor are beneficial to and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of each of the relevant proposed resolutions at the Annual General Meeting.

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

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Buy-back Mandate and should be read in conjunction with the Letter from the Board on pages 4 to 11 of this circular.

1. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 877,936,000 Shares in issue and did not have any treasury shares.

Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares will be issued or bought-back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 87,793,600 Shares which represents 10% of the total number of Shares in issue (excluding treasury shares (if any)) as at the date of passing such resolution at the Annual General Meeting.

If the Company buy-back Shares pursuant to the Buy-back Mandate, the Company may (i) cancel the buy-back Shares and/or (ii) hold such Shares in treasury as Treasury Shares, subject to market conditions and the capital management needs of the Company at the relevant time such buy-back Shares are made. If the Company holds shares in treasury, any resale of treasury shares shall be made in accordance with the Listing Rules and applicable laws and regulations of Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR BUY-BACKS

Although the Directors have no present intention to buy-back any Shares, they believe the flexibility provided by the Buy-back Mandate would be beneficial to the Company and the Shareholders as a whole.

Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

The Company is empowered by the Articles of Association to buy-back the Shares. In buy-back of Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the Cayman Companies Law and other applicable laws. The Directors may not buy-back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Subject to the foregoing, any payment for the buy-back of Shares must be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of shares made for the purpose of the buy-back or, if authorised by the Articles of Association and subject to the Cayman Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Cayman Companies Law, out of capital.

As compared with the position as at December 31, 2025, being the date to which its latest audited consolidated financial statements were made up, the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company if the Buy-back Mandate were to be exercised in full. The Directors do not intend to exercise the Buy-back Mandate to such an extent as would have a material adverse effect on the working capital or the gearing position of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Main Board of the Stock Exchange during each of the twelve calendar months preceding the Latest Practicable Date were as follows:

Month	Highest Price	Lowest Price
	HK$	*HK$*
2025		
April	0.228	0.100
May	0.213	0.092
June	0.218	0.161
July	0.280	0.150
August	0.280	0.205
September	0.275	0.181
October	0.270	0.203
November	0.260	0.210
December	0.260	0.177
2026		
January	0.260	0.170
February	0.250	0.188
March	0.255	0.191
April (up to the Latest Practicable Date)	0.199	0.146

5. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following are the shareholders of the Company who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO:

Name	Capacity	Number of shares held	Approximate percentage of shareholding	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full
Mr. Li Baotian *(Note 1)*	Interest in controlled corporation	594,000,000	67.66%	75.18%
Jixiang International Industrial Company Limited	Beneficial owner	594,000,000	67.66%	75.18%
Ms. Zhou Chunlan *(Note 2)*	Interest of spouse	594,000,000	67.66%	75.18%
Ninety Nine Dragons Limited *(Note 3)*	Person having a security interest in shares	263,380,800	30.00%	33.33%
ADM Galleus Fund I Limited *(Note 4)*	Interest in controlled corporation	263,380,800	30.00%	33.33%
ADM Investment Management Limited *(Note 4 and 5)*	Interest in controlled corporation	331,860,800	37.8%	42.00%
Eighty Eight Dragons Limited	Beneficial owner	68,480,000	7.80%	8.67%
ADM Galleus Fund II Limited *(Note 5)*	Interest in controlled corporation	68,480,000	7.80%	8.67%
UTAH Retirement Systems *(Note 5)*	Interest in controlled corporation	68,480,000	7.80%	8.67%
Utah State Retirement Investment Fund *(Note 5)*	Interest in controlled corporation	68,480,000	7.80%	8.67%

Notes:

(1) Mr. Li Baotian holds the entire interests in Jixiang International Industrial Company Limited. Under the SFO, Mr. Li Baotian is deemed to be interested in the Shares held by Jixiang International Industrial Company Limited.

(2) Ms. Zhou Chunlan is the spouse of Mr. Li Baotian. Therefore, under the SFO, she is deemed to be interested in all the Shares in which Mr. Li Baotian is interested.

(3) 263,380,800 shares of the Company were pledged by Jixiang International Industrial Company Limited to Ninety Nine Dragons Limited (as security agent) as security for a loan facility of USD45,000,000 provided to the Company.

(4) Through their investment with Ninety Nine Dragons Limited, each of ADM Galleus Fund I Limited and ADM Investment Management Limited is entitled to exercise, or control the exercise of, one-third or more of the voting power at general meetings of Ninety Nine Dragons Limited. Therefore, under the SFO, each of such corporations is deemed to be interested in the Shares held by Ninety Nine Dragons Limited.

(5) Through their investment with Eighty Eight Dragons Limited, each of ADM Investment Management Limited (as investment manager), ADM Galleus Fund II Limited, UTAH Retirement Systems and Utah State Retirement Investment Fund is entitled to exercise, or control the exercise of, one-third or more of the voting power at general meetings of Eighty Eight Dragons Limited. Therefore, under the SFO, each of such corporations is deemed to be interested in the Shares held by Eighty Eight Dragons Limited.

In the event that the Buy-back Mandate was exercised in full and on the basis that no further Shares are issued, the interests of each of the above Shareholders would be increased to approximately the percentages as set out opposite their respective names in the table above. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to buy-back Shares to such extent that would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a share buy-back, an exercise of the Buy-back Mandate whether in whole or in part may result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

6. SHARE BUY-BACKS MADE BY THE COMPANY

No Share had been bought-back by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

7. GENERAL

The Board has undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share Buy-back has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Buy-back Mandate if such Buy-back Mandate is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

The biographical details of the retiring Directors who are eligible for re-election at the Annual General Meeting are set out below:

1. **Mr. Li Baotian (李保田先生)**, aged 70, is the Chairman of the Board and an executive Director of the Company. Mr. Li was appointed as a Director on November 16, 2018 and was redesignated as an executive Director on April 17, 2019; he resigned as Chief Executive Officer on March 19, 2025. Mr. Li has over 39 years of experience in the property development and construction contracting industry. Mr. Li is the Controlling Shareholder as well as the father of Mr. Li Yaruixin (李亞睿鑫先生) and uncle-in-law of Ms. Wang Xinling (王新玲女士).

   Mr. Li is a representative of the 15th People's Congress, Baoding City (保定市第十五屆人民代表大會代表), a member of the presidium of the People's Congress, Zhuozhou City (涿州市人大代表主席團成員) and has been a vice president of the Federation of Industry and Commerce of Zhuozhou City (涿州市工商業聯合會) since 1998. From October 2014 to January 2025, Mr. Li served as the vice president of the China Construction Culture and Art Association (中國建設文化藝術協會). In May 2019, Mr. Li was elected as the vice president of the Hebei Provincial Federation of Enterprises (河北省企業聯合會). On June 13, 2019, Mr. Li was appointed as the president of Zhuozhou Entrepreneurs Association. Since September 2019, Mr. Li has served as an expert of construction material procurement for the property industry in Hebei Province for a term of two years. In April 2020, Mr. Li was elected as the vice president of the Emergency Management and Work Safety Association of Hebei Province (河北省應急管理與安全生產協會). On June 1, 2020, Mr. Li was appointed as the Honourary President of Zhuozhou City Supporting Army Volunteers Association (涿州市擁軍志願者協會). In August 2021, Mr. Li was appointed as the Honourary President of Education Development Promotion Association of Zhuozhou City (涿州市教育發展促進會). In August 2024, Mr. Li was appointed as the Honourary President of Intellectual Property Association of Zhuozhou City (涿州市知識產權協會). In December 2024, Mr. Li was elected as the Honourary Chairman of Calligraphers Association of Baoding City (保定市書法家協會) and the chairman of the 8th Calligraphy Industry Committee (第八屆書法產業委員會).

   Mr. Li has received various awards in recognition of his achievements. In November 2009, he was awarded the 4th Outstanding Builder of Socialism with Chinese Characteristics of Hebei Province (第四屆河北省優秀中國特色社會主義事業建設者稱號). In 2010, he was named the Advanced Worker of the Quality Management of Construction (全國工程建設質量管理先進工作者) by China Construction Industry Association (中國建築業協會). In 2011, he was honoured as the Senior Occupational Manager in China's construction industry of 2011 (2011年度中國建築業優秀高級職業經理人). In December 2014, he was conferred as the Outstanding Entrepreneur in Hebei province (河北傑出企業家). In 2016, he was awarded the 2015 Excellent Enterprise Manager in Construction Industry in Hebei province (2015年度河北省建築業優秀企業管理者) and the 2016 Outstanding Entrepreneur in Hebei province (2016年度河北省優秀企業家). In 2018, he was awarded the 2017 National Outstanding

Entrepreneur in Construction Industry (2017年度全國優秀施工企業家). In April 2019 and July 2020, he was awarded the 2018 Excellent Enterprise Manager in Construction Industry in Hebei province (2018年度河北省建築業優秀企業管理者) and the 2019 Excellent Enterprise Manager in Construction Industry in Hebei province (2019年度河北省建築業優秀企業管理者), respectively. In November 2019, he was named the Advanced Worker of Enterprise Culture Construction at the 70th Anniversary of the Founding of the PRC (新中國70年企業文化建設先進工作者). In December 2019, he was awarded the Individual Prize of Quality Award of the Zhuozhou Government (涿州市政府質量獎個人獎). In November 2020, he was named the Advanced Worker of Enterprise Culture Construction in the 13th Five-year Plan Period ("十三五"中國企業文化建設先進工作者). In December 2020, he won the title of Hebei Province Outstanding Private Entrepreneur of 2020 (2020年度河北省優秀民營企業家) conferred by the Hebei Provincial People's Government. In 2021, he was awarded the Entrepreneur for 40 Years of Meritorious Service in Quality Management of Hebei Enterprises. In January 2021, he was awarded the Individual Prize of Quality Award of the Baoding Government (保定市政府質量獎個人獎). In January 2021, he was awarded the title of 2020 Excellent Representative of the People's Congress of Zhuozhou City (2020年度涿州市優秀人大代表). In April 2021, he was named the 2020 Advanced Individual in Emergency Management and Safety Production in Hebei Province (2020年度河北省應急管理與安全生產先進個人). In December 2021, he was awarded the 2021 Outstanding Entrepreneur in the Construction Decoration Industry in Hebei Province (2021年河北省建築裝飾行業優秀企業家稱號) and the 2021 Outstanding Entrepreneur in the Municipal Industry in Hebei Province (2021年度河北省市政行業優秀企業家稱號). In October 2025, he was awarded the titles of 2025 Advanced Individual in Hebei Municipal Industry (2025年度河北省市政行業先進個人) and 2025 Outstanding Entrepreneur in the Municipal Industry in Hebei Province (2025年度河北省市政行業優秀企業家稱號) by Hebei Municipal Industry Association (河北省市政行業協會).

In July 2023, he was awarded the title of Admirable Veterans in Baoding City (保定市"最美退役軍人"稱號). In December 2023, he was awarded the 2023 Outstanding Entrepreneur in the Municipal Industry in Hebei Province (2023年度河北省市政行業優秀企業家稱號). In January 2024, he was awarded the title of 2023 Excellent Representative of the People's Congress of Zhuozhou City (2023年度涿州市優秀人大代表). In November 2024, he was awarded the title of 2024 Excellent Enterprise Manager in the Landscaping Industry in Hebei Province (2024年度河北省園林行業優秀企業管理者). In December 2024, he was awarded the title of 2024 Outstanding Entrepreneur (2024年度優秀企業家) and the title of 2024 Excellent Enterprise Manager in the Landscaping Industry in Hebei Province (2024年度河北省園林行業優秀企業管理者).

Mr. Li obtained an adult higher education certificate (成人高等教育專業證書) in urban construction issued by Hebei Agricultural University (河北農業大學) in June 2002. Mr. Li obtained a certificate for an Executive Master of Business Administration (EMBA) degree jointly awarded by Peking University (北京大學), Community

Business College (美國加州商業大學) and Shanghai Jiao Tong University (上海交通大學) in September 2021.

2. **Ms. Shen Lifeng (申麗鳳女士)**, aged 60, is an executive Director and has served as the Chief Executive Officer of the Group since March 19, 2025. Ms. Shen was appointed as an executive Director on April 17, 2019. Ms. Shen has more than 39 years of experience in law, investment and financing management, and corporate management.

   Ms. Shen has been a founding arbitrator of the Arbitration Committee of Langfang City (廊坊市仲裁委員會) since June 2017. She was an executive committee member of the Federation of Industry and Commerce of Hebei Province (河北省工商業聯合會) and a vice president of the General Chamber of Commerce of Hebei Province (河北省總商會) until August 2017. From February 2019 to April 2019, she served as the chief executive officer of Porda Havas International Finance Communications (Group) Holdings Company Limited (博達浩華國際財經傳訊(集團)控股有限公司). In December 2023, she was elected as a co-president of the Finance Committee of the Hong Kong Hebei Fraternity (香港河北聯誼會金融專業委員會聯席會長). Since September 2024, she has served as the vice chairwoman of the Hebei-Shandong Hong Kong Association (冀魯旅港同鄉會).

   Ms. Shen's previous work experience includes serving as a teaching assistant in the department of law of Hebei University (河北大學) from September 1987 to October 1989; the director of the legal department, an assistant to the general manager and a vice general manager of Hebei Textiles Import and Export (Group) Company (河北省紡織品進出口(集團)公司) from October 1989 to May 2006; a standing vice general manager and a member of the discipline-inspection committee of Shenglun International Industrial Group Co., Ltd. (聖侖國際實業集團股份有限公司), responsible for the reorganisation and restructuring of the state-owned enterprise from May 2006 to December 2007; an executive director and the general manager of Shaanxi Kunzheng Mining Co., Ltd. (陝西坤正礦業股份有限公司) from September 2008 to August 2014; and the chief director in charge of PRC businesses of Chong & Partners LLP from September 2016 to February 2019. Ms. Shen has been an independent non-executive director of Hebei Construction Group Corporation Limited (河北建設集團股份有限公司) (stock code: 1727.HK), a company listed on the Main Board of the Stock Exchange, since December 15, 2017. Ms. Shen has been appointed by Shenzhen SASAC as an external director of Shenzhen SEZ Construction and Development Group Co., Ltd. since November 2021. She has been an independent non-executive director of China South City Holdings Limited (stock code: 1668.HK), a company listed on the Main Board of the Stock Exchange, since June 16, 2022 and has been re-designated as a non-executive director since January 6, 2023.

Ms. Shen obtained a bachelor's degree in law from Hebei University in July 1987 and obtained a master's degree of economics in world economy from Hebei University in June 1999. She also obtained a Ph.D. Degree of Laws in civil and commercial law from Peking University Law School in June 2005 and a master's degree in Buddhist Studies from the University of Hong Kong in November 2015. Ms. Shen obtained the qualifications of lawyer from the Lawyer's Qualification Review Committee of the Ministry of Justice (司法部律師資格審查委員會) in June 1998 and senior economist from 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) in November 1998, respectively. Ms. Shen was accredited the 2004 "Top Ten Excellent Youth of Hebei (河北十大傑出青年)" and the first-class merit for individuals (個人一等功) by the China Communist Youth League Committee of Hebei Province (共青團河北省委員會) and Hebei Provincial Department of Human Resources and Social Security (河北省人力資源和社會保障廳) and the "Top Ten Excellent Youth of Enterprises contributed by Hebei SASAC (河北省國資委所出資企業十大傑出青年)" by Hebei SASAC in 2005, respectively. Ms. Shen was also elected and served as the representative of the 6th and 7th sessions of the Party Congress of Hebei Province. Ms. Shen was elected as the 13th committee member of Hebei Province of the CPPCC in January 2023 (special invitee).

3. **Mr. Li Qingxu (李清旭先生)**, aged 70, is an independent non-executive Director. Mr. Li Qingxu was appointed as our independent non-executive Director on June 25, 2019. He is primarily responsible for providing independent advice on the operations and management of the Group.

   Mr. Li Qingxu served in the People's Liberation Army from December 1973 to July 1997. He worked as the director of the general office (辦公室主任) of China Association of Construction Enterprise Management (中國施工企業管理協會) from August 1997 to April 2009. He worked as the deputy secretary of China Association of Construction Enterprise Management (中國施工企業管理協會) from April 2009 to April 2015. He has been the vice president, the head of commission of science and technology and the head of informatisation committee of China Association of Construction Enterprise Management (中國施工企業管理協會) from April 2015 to December 2025.

   Mr. Li Qingxu graduated from the People's Liberation Army Armored Force Engineering Institute (中華人民共和國解放軍裝甲兵技術學院) with a bachelor's degree in engineering in May 1982.

4. **Ms. Chen Zhu (陳竹女士)**, aged 56, was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee, the Investment Decision Committee and the Strategic Planning Committee of the Company on January 21, 2026. She is primarily responsible for providing independent advice on the operations and management of the Group.

   Ms. Chen graduated from Shanxi Medical University with a master's degree in Medicine. From 1990 to 2009, she served as the vice dean and director of Department of Rheumatology and Immunology at the Chinese PLA No. 264 Hospital (中國人民解放軍第二六四醫院) in Shanxi Province. From 2009 to 2012, she was the dean of Handan Chinese PLA No. 285 Hospital (邯鄲二八五醫院) in Hebei Province. From 2013 to 2019, she was the vice dean of the Seventh Medical Centre of the Chinese PLA General Hospital (解放軍總醫院第七醫學中心). From 2019 to 2021, she was the vice dean of the Fifth Medical Centre of the Chinese PLA General Hospital (解放軍總醫院第五醫學中心). From October 2021 to December 2025, she successively served as the assistant president and vice president of New Journey Healthcare Group (新里程醫療健康集團). Since January 2026, she has served as the senior vice president of Shanghai Yinghe Yimai Intelligent Technology Co., Ltd. (上海影禾醫脈智能科技有限公司). She has over 30 years of experience in hospital management.

GENERAL

None of the Directors to be re-elected has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, each of the Directors to be re-elected (i) had no other relationship with any Directors or members of the senior management or substantial or controlling shareholder of the Company as of the Latest Practicable Date; and (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, none of the Directors to be re-elected have any interests or short positions in the Shares or underlying shares of the Company which are discloseable under Part XV of the SFO.

Save as disclosed above, there is no other information relating to each of the Directors who will retire and will be proposed to be re-elected that should be disclosed under the provisions of Rule 13.51(2) of the Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Annual General Meeting**") of China Tianbao Group Development Company Limited (the "**Company**") will be held at the Company's conference room in Baoxin International Building, No. 33 Guanyun East Road, Zhuozhou, Hebei Province, the PRC on Thursday, May 21, 2026 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the report of the directors and the report of independent auditor of the Company and its subsidiaries for the year ended December 31, 2025.

2. (a) To re-elect Mr. Li Baotian as an executive director of the Company.

   (b) To re-elect Ms. Shen Lifeng as an executive director of the Company.

   (c) To re-elect Mr. Li Qingxu as an independent non-executive director of the Company.

   (d) To re-elect Ms. Chen Zhu as an independent non-executive director of the Company.

3. To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of all directors of the Company (the "**Directors**").

4. To re-appoint CCTH CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

To consider and, if thought fit, pass with or without amendments to the following resolutions as ordinary resolutions:

5. "**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company, or securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for any shares of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company;

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and

(iv) the exercise of rights of subscription or conversion under the term of any securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for any shares of the Company; shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares (if any)) on the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company) and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

6. "**THAT**:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares (if any)) as at the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company) and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

7. "**THAT** conditional upon the passing of resolutions 5 and 6 of the notice (the "**Notice**") convening the Annual General Meeting, the general mandate referred to in the resolution 5 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the mandate referred to in resolution 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares (if any)) as at the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company)."

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

Hong Kong, April 27, 2026

Notes:

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

4. Where there are joint holders of any share, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.

5. The resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinatbjt.com) in accordance with the Listing Rules.

6. For the purpose of ascertaining the shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, May 18, 2026 to Thursday, May 21, 2026, both days inclusive, during which period no transfer of the shares of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, May 15, 2026.

7. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated April 27, 2026.