

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated April 16, 2018 (the “**Prospectus**”) issued by Tianjin Tianbao Energy Co., Ltd.* (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Public Offer and the Placing described below before deciding whether or not to invest in the H Shares thereby offered.

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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)

PLACING AND PUBLIC OFFER

- Number of Offer Shares : 38,540,000 H Shares (subject to the Offer Size Adjustment Option)**
- Number of Public Offer Shares : 3,854,000 H Shares (subject to reallocation)**
- Number of Placing Shares : 34,686,000 H Shares (subject to reallocation and the Offer Size Adjustment Option)**
- Maximum Offer Price : HK\$1.90 per H Share plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)**
- Nominal value : RMB1.00 per H Share**
- Stock code : 1671**

Sole Sponsor

東方融資(香港)有限公司
ORIENT CAPITAL (HONG KONG) LIMITED

Sole Global Coordinator

東方證券(香港)有限公司
ORIENT SECURITIES (HONG KONG) LIMITED

Joint Bookrunners and Joint Lead Managers

東方證券(香港)有限公司
ORIENT SECURITIES (HONG KONG) LIMITED

 **潮商證券有限公司**
ChaoShang Securities Limited

 **農銀國際**
ABC INTERNATIONAL

 **浦銀國際**
SPDB INTERNATIONAL

 **中投證券(香港)**
CHINA INVESTMENT SECURITIES (HK)

* For identification purposes only.

Application has been made by the Company through its Sole Sponsor, Orient Capital (Hong Kong) Limited, which is located at 28-29/F, 100 Queen's Road Central, Central, Hong Kong, to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued as described in the Prospectus pursuant to the Share Offer (including (a) the H Shares to be issued pursuant to the Share Offer; and (b) any additional H Shares which may be issued or sold pursuant to the exercise of the Offer Size Adjustment Option).

The Share Offer comprises the Public Offer of initially 3,854,000 H Shares, representing 10% of the total number of Offer Shares initially being offered in the Share Offer (subject to reallocation), and the Placing of initially 34,686,000 H Shares, representing 90% of the total number of Offer Shares initially being offered in the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed "Structure of the Share Offer" in the Prospectus. In particular, the Offer Shares to be offered in the Public Offer and the Placing may be reallocated as between these offerings at the discretion of the Sole Global Coordinator. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 7,708,000 Offer Shares).

In connection with the Placing, the Company is expected to grant the Offer Size Adjustment Option to the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters) under the Placing Underwriting Agreement, pursuant to which the Offer Size Adjustment Option is exercisable by the Sole Global Coordinator prior to the Listing and the Company may be required to allot and issue or sell up to an aggregate of 5,781,000 additional H Shares, representing 15% of the Offer Shares initially available under the Share Offer, at the Offer Price to meet any excess demand in the Placing. In the event that the Offer Size Adjustment Option is exercised in full, 5,781,000 additional H Shares will be issued resulting in a total number of 159,921,907 Shares in issue and the shareholding of the Shareholders will be diluted by approximately 3.61%. The Offer Size Adjustment Option will not be associated with any price stabilization activities of our H Shares in the secondary market after the listing of our H Shares on the Stock Exchange and will not be subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). No purchase of our H Shares in the secondary market will be effected to cover any excess demand in the Placing which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part. The Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.tjtbny.com.

Assuming the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, April 27, 2018, it is expected that dealings in the H Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, April 27, 2018.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or on such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day

after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.90 per Offer Share and is expected to be not less than HK\$1.74 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum offer price of HK\$1.90 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.90 per Offer Share.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the WHITE or YELLOW Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, April 16, 2018, until 12:00 noon on Thursday, April 19, 2018 from:

(i) any of the following offices of the Public Offer Underwriters:

Orient Securities (Hong Kong) Limited	28-29/F 100 Queen's Road Central Central Hong Kong
ChaoShang Securities Ltd.	Room 4001-2, China Resources Building 26 Harbour Road, Wanchai Hong Kong
ABCI Securities Company Limited	10/F, Agricultural Bank of China Tower 50 Connaught Road Central Hong Kong
SPDB International Capital Limited	Suites 3207-3212 32/F One Pacific Place, 88 Queensway Hong Kong
China Investment Securities International Brokerage Limited	Unit Nos. 7701A & 05B-08, Level 77 International Commerce Centre 1 Austin Road West Kowloon, Hong Kong

(ii) any of the following branches of The Bank of East Asia, Limited:

District	Branch	Address
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	North Point Branch	326-328 King's Road, North Point
Kowloon	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained:

- (i) during normal business hours from 9:00 a.m. on Monday, April 16, 2018 until 12:00 noon on Thursday, April 19, 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) from your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "**THE BANK OF EAST ASIA (NOMINEES) LIMITED – TIANBAO ENERGY PUBLIC OFFER**" for payment, should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk from 9:00 a.m. on Monday, April 16, 2018 until 11:30 a.m. on Thursday, April 19, 2018 (24 hours daily, except on the last application day) and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, April 19, 2018 or such later time as described in the section "How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- Monday, April 16, 2018 – 9:00 a.m. to 8:30 p.m.⁽¹⁾
- Tuesday, April 17, 2018 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Wednesday, April 18, 2018 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Thursday, April 19, 2018 – 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, April 16, 2018 until 12:00 noon on Thursday, April 19, 2018 (24 hours daily, except on the last application day) or such later time as described in the section headed “How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares under the Public Offer (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on the Company’s website (www.tjtbn.com) on Thursday, April 26, 2018. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be available through a variety of channels from Thursday, April 26, 2018 as described in the section headed “How to Apply for Public Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. H Share certificates will only become valid at 8:00 a.m. on Friday, April 27, 2018 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Public Offer – Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, April 27, 2018. The H Shares will be traded in board lots of 2,000 H Shares each. The stock code of the H Shares is 1671.

By order of the Board
Tianjin Tianbao Energy Co., Ltd.
Gao Hongxin
Chairman

Hong Kong, April 16, 2018

As at the date of this announcement, the board of directors of the Company comprises Mr. Gao Hongxin, Mr. Xing Cheng and Mr. Peng Chong and Ms. Fang Wei as executive Directors, Mr. Yu Yang and Mr. Wu Tao as non-executive Directors, Mr. Lau Tsz Bun, Mr. Han Xiaoping and Ms. Yang Ying as independent non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).