

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Tianjin Tianbao Energy Co., Ltd.* (the “**Company**”) is pleased to announce that pursuant to relevant PRC requirements, the Board proposed to make the following amendments to the articles of association of the Company (the “**Articles of Association**”) with a view to further improve the governance structure of the Company. The above amendments are subject to the approval of the shareholders of the Company by a special resolution at an extraordinary general meeting of the Company (the “**EGM**”).

The EGM will be convened to approve the proposed amendments to the Articles of Association. A circular containing, amongst others, the details of the proposed amendments to the Articles of Association together with the notice of the EGM will be despatched to the shareholders of the Company in due course.

Proposed amendments to the Articles of Association

Details of the proposed amendments are as follows:

Existing Articles	Amended Articles
	To insert a new article after Article 9 of the Articles of Association Article 10 According to the Constitution of the Communist Party of China, the Company shall establish the organization of the Communist Party of China, set up an institution of the Party and equip the staffs with the party affairs. The institutional structure and headcounts of the Party organization shall be incorporated into those of the Company. The Party Committee shall demonstrate leadership and political guidance by offering direction, overseeing the overall situation and ensuring the implementation of the objectives of the Party.

Existing Articles	Amended Articles
<p>Article 133 The Board exercises the following functions and powers:</p> <p>(I) to be responsible for convening general meetings and reporting its work to the general meetings;</p> <p>...</p>	<p>The original Article 133 of the Articles of Association (Article 134 as amended)</p> <p>The Board exercises the following functions and powers:</p> <p>Before making decisions on significant matters of the Company, the Board of Directors shall seek advice from the general Party branch. When the Board of Directors appoints the senior management officers of the Company, the general Party branch shall consider and provide comments on the candidates nominated by the Board of Directors or the general manager, or recommend candidates to the Board of Directors and the general manager.</p> <p>(I) to be responsible for convening general meetings and reporting its work to the general meetings;</p>
<p>Article 156 The Company shall have a team of managers who, under the steering of the Board, implements the decisions of the Board and supervises the Company’s daily business operation. A general manager responsibility system shall be run within the team of managers.</p> <p>The Company shall have one general manager and one deputy general manager who is responsible for the preparation of periodic audit reports. The Company shall also have one financial controller. The general manager, deputy general managers and financial controller shall be appointed and dismissed by the Board.</p>	<p>The original Article 156 of the Articles of Association (Article 157 as amended)</p> <p>The Company shall have a team of managers who, under the steering of the Board, implements the decisions of the Board and supervises the Company’s daily business operation. A general manager responsibility system shall be run within the team of managers.</p> <p>Before making decisions on significant matters of the Company, the team of managers shall seek advice from the general Party branch.</p> <p>The Company shall have one general manager and one deputy general manager who is responsible for the preparation of periodic audit reports. The Company shall also have one financial controller. The general manager, deputy general managers and financial controller shall be appointed and dismissed by the Board.</p>

The amendments to the Articles of Association shall become effective on the date of the passing of the relevant resolution at the EGM. Prior to the passing of the relevant resolution at the EGM, the existing Articles of Association shall remain valid.

The aforementioned resolution is subject to the deliberation and approval at the EGM.

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

Tianjin, the People's Republic of China, June 22, 2018

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

* *For identification purpose only*