
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 to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Titans Energy Technology Group Co., Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Titans Energy Technology Group Co., Limited

中國泰坦能源技術集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2188)

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND BUY BACK SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Room 1225, 12th Floor, Prince's Building, 10 Chater Road, Central, Hong Kong on Friday, 22 May 2015 at 11:30 a.m. or any adjournment thereof is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 1225, 12th Floor, Prince’s Building, 10 Chater Road, Central, Hong Kong on Friday, 22 May 2015 at 11:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as may be amended from time to time
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to buy back Shares up to 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto
“Company”	China Titans Energy Technology Group Co., Limited (中國泰坦能源技術集團有限公司*), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Buy-back Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	17 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

* For identification purpose only

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



China Titans Energy Technology Group Co., Limited

中國泰坦能源技術集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2188)

Executive Directors:

Mr. Li Xin Qing (*Chairman*)

Mr. An Wei (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Li Wan Jun

Mr. Yu Zhuo Ping

Mr. Zhang Bo

Mr. Pang Zhan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

18/F, Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

22 April 2015

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND BUY BACK SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM. These include ordinary resolutions relating to, *inter alia*, (i) the re-election of the retiring Directors and (ii) the granting of General Mandates to issue and buy back Shares.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of two executive Directors, namely Mr. Li Xin Qing and Mr. An Wei, and four independent non-executive Directors, namely Mr. Li Wan Jun, Mr. Yu Zhuo Ping, Mr. Zhang Bo and Mr. Pang Zhan.

Pursuant to articles 84(1) and 84(2) of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not 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 shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Li Xin Qing and Mr. Yu Zhuo Ping, shall retire by rotation at the AGM. Mr. Li Xin Qing, being eligible, will offer himself for re-election as an executive Director at the AGM.

The Board has been informed by Mr. Yu Zhuo Ping that he will not offer himself for re-election as an independent non-executive Director at the AGM due to his own career development which requires more of his dedication. Mr. Yu remains to be an independent non-executive Director until the conclusion of the AGM. Mr. Yu has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in connection with his retirement. The Board would also like to take this opportunity to express its sincere gratitude to Mr. Yu for his valuable contributions to the Company.

Pursuant to article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next general meeting of the Company and shall then be eligible for the re-election. Accordingly, Mr. Pang Zhan, who was appointed as an independent non-executive Director on 16 April 2015, shall retire, and, being eligible, offer himself for re-election at the AGM. Mr. Pang has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Mr. Pang meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Accordingly, biographical details of Mr. Li Xin Qing and Mr. Pang Zhan are set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors the General Mandates:

- (a) the Issue Mandate: to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed resolution at the AGM; and
- (b) the Buy-back Mandate: to buy back issued and fully paid up Shares in such number not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed resolution at the AGM.

Subject to passing of the ordinary resolutions in respect of items (a) and (b) above, an ordinary resolution will also be proposed for the Shareholders to consider to extend the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares in an amount equal to the total number of Shares that have been bought back under the Buy-back Mandate.

As at the Latest Practicable Date, a total of 840,960,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to issue a maximum of 168,192,000 Shares representing 20% of the total number of Shares in issue as at the date of the AGM.

The Issue Mandate and Buy-back Mandate will end on the earliest of: (a) the conclusion of the next annual general meeting of the Company following passing of the resolution, at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition(s), (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held, or (c) the revocation or variation of the Issue Mandate and/or Buy-back Mandate by ordinary resolution of the Shareholders in a general meeting.

An explanatory statement containing all relevant information relating to the Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement should provide you with information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Buy-back Mandate.

AGM

A notice convening the AGM is set out on pages 15 to 19 of this circular. The AGM will be held at Room 1225, 12th Floor, Prince's Building, 10 Chater Road, Central, Hong Kong on Friday, 22 May 2015 at 11:30 a.m. for the purpose of considering and, if thought fit, approving the resolutions as set out therein. These documents are also published on the website of the Stock Exchange (<http://www.hkexnews.com.hk>) and the website of the Company (<http://www.titans.com.cn>).

LETTER FROM THE BOARD

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they 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 will be put to vote by way of poll at the AGM. Any announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

RESPONSIBILITY OF THE DIRECTORS

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.

RECOMMENDATION

The Board considers that the proposed resolutions in relation to the re-election of the retiring Directors and the grant of General Mandates are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
China Titans Energy Technology Group Co., Limited
Li Xin Qing
Chairman

The following are the biographical details of the Directors proposed to be re-elected at the AGM:

Mr. Li Xin Qing, aged 57, is the Chairman, an executive Director and the chairman of the nomination committee of our Company and he is one of the substantial shareholders of the Company. Mr. Li is responsible for the overall direction and strategic planning of the Group. Mr. Li obtained a bachelor of engineering degree from Tong Ji University (同濟大學) in January 1982, majoring in mechanical engineering. He also obtained a second bachelor degree in industrial management and engineering from Tong Ji University in June 1992, majoring in industrial management and engineering. He joined our Group in September 1992. He has worked in Zhuhai Titans Technology Co., Ltd* (珠海泰坦科技股份有限公司) (“Titans Technology”) where he served as vice chairman, general manager and chairman. Mr. Li received the Guangdong Province Scientific and Technological Progress Award (Class 1) for Electric Power Industry (廣東省電子工業科學技術進步一等獎) from Guangdong Province Electric Engineering Industry Department (廣東省電子機械工業廳), a department established by the local government of Guangdong Province and Zhuhai Municipality Scientific and Technological Progress Award (Class 1) (珠海市科學技術進步獎一等獎) from Zhuhai Municipality Scientific and Technological Progress Qualification Committee (珠海市科學技術進步獎評審委員會) established by the local government of Zhuhai Municipality (珠海市政府) for his participation in the research and development of the “high frequency switch power source for communications SMP-R1022FC” (通訊用高頻開關電源項目 SMP-R1022FC) project in 1998. The Scientific and Technological Award was awarded on the basis that the invention or development in science and technology was considered creative and contributing to the development and improvement of the current science and technology and thus generating economic and social value. Since the Group’s establishment, Mr. Li has played an active role in the Group’s development, including research and development of our products and formulating the business strategies of our Group and has accumulated his knowledge and experience with the development of our Group. Mr. Li was appointed an executive Director on 16 November 2007.

As at the Latest Practicable Date, Mr. Li is also a director of Titans BVI Limited, Grace Technology Development Limited and Titans Holdings Co., Limited and is an executive director and the legal representative of Titans Technology, Zhuhai Titans Power Electronics Company Limited* (珠海泰坦電子電力集團有限公司) (formerly known as Zhuhai Titans Automatic Technology Limited* (珠海泰坦自動化技術有限公司)) and Zhuhai Titans New Energy System Co., Ltd.* (珠海泰坦新能源系統有限公司), the above of which are subsidiaries of the Company. Mr. Li and Mr. An Wei, another executive Director, each holds 50% shareholding in Rich Talent Management Limited, which in turn holds 7,985,418 Shares. Save as disclosed, Mr. Li has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of our Company.

Save as disclosed above, Mr. Li did not hold any directorships in any public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Li is pursuant to Part XV of the SFO deemed to be interested in a total of 205,909,875 Shares, representing approximately 24.49% of the total issued share capital of the Company with 197,724,457 Shares held by Genius Mind Enterprises Limited (“Genius Mind”) (the entire issued share capital of which is beneficially owned by Mr. Li) and 7,985,418 Shares held by Rich Talent Management Limited (“Rich Talent”) (where 50% of its shareholding is beneficially owned by Mr. Li). Mr. Li is also beneficially interested in 200,000 Shares. Save as disclosed above, Mr. Li does not have or is not deemed to have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Li has entered into a service agreement with the Company for a term of three years from 28 May 2013 (the “Effective Date”), which may be terminated by either party thereto giving to the other not less than three months’ prior written notice. For the first year from the Effective Date, the basic salary of Mr. Li shall be HK\$50,000 per month and the salary increment of Mr. Li, if any, from the second year from the Effective Date shall not be more than 10% of his annual basic salary for the immediate preceding year, which is determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities with the Group. Mr. Li is also entitled to a discretionary bonus subject to the approval by the Board. For the year ended 31 December 2014, Mr. Li is entitled to total emoluments of RMB619,000.

Save as disclosed in this appendix, there are no other matters or information in relation to the re-election of Mr. Li as the Director that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Pang Zhan, aged 36, graduated from Nanjing University with a bachelor of science degree in mathematics in June 2001. He further obtained his master degree in science from Nanjing University in June 2004. In December 2007, he obtained his PhD in systems engineering and engineering management in the Chinese University of Hong Kong. After graduation, Mr. Pang has been a postdoctoral research fellow in University of Calgary, University of Cambridge and University of Toronto. Since 2010, he has been a lecturer in the Department of Management Science in the Lancaster University. He was then promoted to the position of senior lecturer (associate professor) in August 2014. He is also an adjunct professor in Norwegian School of Economics (since January 2014) and a visiting associate professor in the City University of Hong Kong (since October 2014 until May 2015).

Mr. Pang’s major research areas include supply chain and operations management, risk management, pricing and revenue management, big data and business analytics and optimization, etc. He has also conducted research on the renewable energy and energy storage system design and

modelling in smart grid environments, and business models of electric vehicles. Mr. Pang has published multiple papers in leading international journals in the field of operations management and operations research.

Save as disclosed above, Mr. Pang did not hold any directorships in any public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date. Mr. Pang entered into a letter of appointment with the Company for a term of three years commencing on 16 April 2015, pursuant to which Mr. Pang is entitled to a directors' fee of HK\$10,000 per month commencing from the date of appointment. The remuneration of Mr. Pang was determined with reference to the prevailing market conditions, the remuneration policy of the Group and Mr. Pang's expertise and his duties and responsibilities to be exercised on the Company's affairs. Mr. Pang has given confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and is considered by the Board to be independent. Mr. Pang's appointment as Director is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

Mr. Pang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company nor had any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed in this appendix, there are no other matters or information in relation to the re-election of Mr. Pang as Director that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Buy-back Mandate proposed to be granted to the Directors in the AGM.

1. LISTING RULES RELATING TO BUY-BACKS OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed buy-back of Shares must be approved by Shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the Shares to be bought back must be fully paid up.

2. FUNDING AND IMPACT OF BUY-BACKS

Any buy-back will be made out of funds which are legally available for the purpose in accordance with the memorandum of association of the Company and the Articles, the Listing Rules, the applicable laws of the Cayman Islands and any other laws and regulations applicable to the Company. The Company may not buy back Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

As compared with the financial position of the Company as at 31 December 2014 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-backs were to be carried out in full during the proposed buy-back period.

The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$8,409,600 divided into 840,960,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Buy-back Mandate to buy back Shares and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to buy back a maximum of 84,096,000 Shares, being 10% of the issued share capital of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of 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 of voting rights for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and based on the register kept by the Company under section 336 of the SFO, the following Shareholders held 5% or more of the Company's issued share capital:

Long position in the Shares

Name of the Shareholders	Number of Shares held	Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date
Genius Mind (<i>Note 1</i>)	197,724,457	23.51%
Great Passion (<i>Note 2</i>)	197,884,457	23.53%
Rich Talent (<i>Notes 1 and 2</i>)	7,985,418	0.95%
Honor Boom (<i>Note 3</i>)	82,458,117	9.81%
Thomas Pilscheur	66,244,818	7.88%

Notes:

1. The entire issued share capital of Genius Mind Enterprises Limited ("Genius Mind") is beneficially owned by Li Xin Qing who is deemed to be interested in 197,724,457 Shares held by Genius Mind by virtue of the SFO. In addition, Li Xin Qing is also deemed to be interested in 7,985,418 Shares held by Rich Talent Management Limited ("Rich Talent") Management Limited ("Rich Talent"), a company in which he owns 50% of the issued share capital.

Apart from his interest in Shares held by Genius Mind and Rich Talent disclosed in the table above, Li Xin Qing is also beneficially interested in 200,000 Shares.

2. The entire issued share capital of Great Passion is beneficially owned by An Wei who is deemed to be interested in 197,884,457 Shares held by Great Passion by virtue of the SFO. In addition, An Wei is also deemed to be interested in 7,985,418 Shares held by Rich Talent, a company in which he owns 50% of the issued share capital.

Apart from his interest in Shares held by Great Passion and Rich Talent disclosed in the table above, An Wei is also beneficially interested in 400,000 Shares.

3. 40% of the issued share capital of Honor Boom Investments Limited ("Honor Boom") is owned by Li Xiao Bin, 30% of the issued share by Ou Yang Fen and the remaining 30% by Cui Jian. Li Xiao Bin is deemed by virtue of the SFO to be interested in the 82,458,117 Shares held by Honor Boom.

Mr. Li Xin Qing and Mr. An Wei are the executive Directors. They, through their interests in Genius Mind, Great Passion and Rich Talent, together control approximately 47.99% of the voting rights in the Company. If the Company buys back the maximum amount of Shares that it would be authorised to under the Buy-back Mandate (if it is approved by the Shareholders at the AGM), the percentage voting rights controlled by Mr. Li Xin Qing and Mr. An Wei in the Company would increase to approximately 53.32%. In that case, Mr. Li Xin Qing and Mr. An Wei may trigger the obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. Nevertheless, the Directors do not intend to exercise the power to buy back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Buy-back Mandate to such an extent that would result in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Buy-back Mandate is granted, to sell Shares to the Company. No core connected person (as defined by the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buyback of Shares.

8. SHARE BUYBACK MADE BY THE COMPANY

No buyback of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares in each of the past twelve months up to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.20	0.88
May	1.10	0.92
June	1.24	0.96
July	1.46	0.99
August	1.43	1.02
September	1.22	0.94
October	1.18	0.85
November	1.22	1.00
December	1.05	0.70
2015		
January	0.80	0.68
February	0.81	0.71
March	0.99	0.80
April (up to the Latest Practicable Date)	1.70	0.96

NOTICE OF ANNUAL GENERAL MEETING



China Titans Energy Technology Group Co., Limited

中國泰坦能源技術集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2188)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of China Titans Energy Technology Group Co., Limited (the “Company”) will be held at Room 1225, 12th Floor, Prince’s Building, 10 Chater Road, Central, Hong Kong on Friday, 22 May 2015 at 11:30 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2014.
2. To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. (a) To re-elect Mr. Li Xin Qing as an executive director (the “Director”) of the Company; and
(b) To re-elect Mr. Pang Zhan as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the directors.
5. **“THAT:**

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal in additional shares in the capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall be in addition to any other relevant authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal in additional Shares) during or after the end of the Relevant Period;
- (C) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option schemes adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (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 recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back the issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong under the Code on Share Buybacks and the Stock Exchange (“Recognised Stock Exchange”) for this purpose, and that the exercise by the Directors of all powers of the Company to buy back such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or those of any other Recognised Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other relevant authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back the Shares at a price determined by the Directors;
- (C) the total number of Shares which are authorised to be bought back by the Company pursuant to the approval in paragraph (A) above of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of resolutions 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part (the “Notice”), the general mandate granted to the Directors pursuant to resolution 5 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of Shares in issue bought back by the Company under the authority granted pursuant to resolution 6 as set out in the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
China Titans Energy Technology Group Co., Limited
Li Xin Qing
Chairman

Hong Kong, 22 April 2015

Notes:

1. For ascertaining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 20 May 2015 to Friday, 22 May 2015, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19 May 2015.
2. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself. A member may appoint a proxy in respect of part only of his/her holding of Shares. A proxy need not be a member of the Company.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong 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 appointed for holding the Meeting or any adjournment thereof.
4. Completion and delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing a proxy should be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6:00 a.m. on the date of the Meeting, then the meeting will be postponed. The Company will post an announcement on the Company's website (<http://www.titans.com.cn>) and the Stock Exchange's website (<http://www.hkexnews.hk>) to notify shareholders of the date, time and place of the rescheduled meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the executive Directors are Mr. Li Xin Qing and Mr. An Wei, and the independent non-executive Directors are Mr. Li Wan Jun, Mr. Yu Zhuo Ping, Mr. Zhang Bo and Mr. Pang Zhan.

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