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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 REPURCHASE SHARES**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an 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, 25 May 2012 at 11:30 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the annual general meeting 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 Shops 1712-1716, 17th 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 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

\* For identification purpose only

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## DEFINITIONS

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*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, 25 May 2012 at 11:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	China Titans Energy Technology Group Co., Limited, a company incorporated in the Cayman Islands with limited liability, the 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 Repurchase 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 People’s Republic of China
“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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	11 April 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company on 8 May 2010, which expired on the date immediately prior to 28 May 2010, being the date of listing of the Shares on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase fully paid up Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“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
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Li Xin Qing

Mr. An Wei

*Independent Non-executive Directors:*

Mr. Li Wan Jun

Ms. Li Xiao Hui

Mr. Yu Zhuo Ping

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Room 09-10, 41/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

18 April 2012

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS**  
**(2) PROPOSED GRANT OF GENERAL MANDATES TO**  
**ISSUE AND REPURCHASE 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 Directors and (ii) the granting of General Mandates to issue and repurchase Shares.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 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 three independent non-executive Directors, namely Mr. Li Wan Jun, Ms. Li Xiao Hui and Mr. Yu Zhuo Ping.

Pursuant to article 84(1) 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 Wan Jun and Mr. Yu Zhuo Ping, shall retire by rotation, and, being eligible, offer themselves for re-election at the forthcoming AGM.

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 Wan Jun and Mr. Yu Zhuo Ping are set out in Appendix I to this circular.

### PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (a) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM;
- (b) to repurchase issued and fully paid up Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (c) subject to passing of the ordinary resolutions (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 and deal with additional Shares by the addition nominal amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted under ordinary resolution (b) above, provided that such extended nominal amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, a total of 830,000,000 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 repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 166,000,000 Shares representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

The Issue Mandate and Repurchase 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 conditions, (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) revoked or varied by ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix II to this circular. The information in the explanatory statement is to provide you with information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase 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, 25 May 2012 at 11:30 a.m. for the purpose of considering and, if though fit, approving the resolutions as set out therein.

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 Shops 1712-1716, 17th 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.

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## LETTER FROM THE BOARD

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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 Director's 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 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*



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## APPENDIX I      PARTICULARS OF DIRECTORS FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING

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

**Mr. Li Wan Jun**, aged 44, was appointed an independent non-executive Director on 17 December 2007. Mr. Li is a member of the Remuneration Committee and the chairman of the Audit Committee. Mr. Li has over 10 years of experience in accounting and auditing. He obtained a bachelor degree of economics from the University of Wuhan (武漢大學) in 1990. Mr. Li is a non-practicing member of the Zhuhai Institute of Certified Public Accountants (珠海市註冊會計師協會) and was admitted as a member of the Association of Chartered Certified Accountants in June 2007. Mr. Li has not held any other positions with any member of our Group. From 1996 to 2000, Mr. Li worked in the finance department of 澳門珠光集團有限公司 (Zhu Kuan Group Co. Ltd, of Macau). From 2001 to 2007, Mr. Li worked as the deputy manager in the finance department and audit department of 珠海市珠光集團控股有限公司 (Zhu Kuan Group Holding Co. Ltd, of Zhuhai City) (“Zhu Kuan Group”). Since 2008, Mr. Li has been a financial controller of subsidiaries of the same company. Zhu Kuan Group through its subsidiaries, was the parent company of Zhu Kuan Development Co. Ltd. (“ZKD”) (stock code 908) (currently known as Jiuzhou Development Company Limited) when the shares of ZKD were listed on the main board of the Stock Exchange in 1999 and ceased to be the parent company of ZKD in December 2004. During such period, Mr. Li was involved in, among other things, internal control and internal audit of Zhu Kuan Group and its subsidiaries (including ZKD and its subsidiaries prior to Zhu Kuan Group). Save as disclosed above, Mr. Li did not hold any directorships in any publicly listed companies, the securities of which are listed on any securities market in Hong Kong or overseas during the past three years.

Mr. Li has entered into an appointment letter with the Company for an initial term of three years commencing on the date of the listing, pursuant to which he is entitled to receive a director’s fees of HK\$10,000 per month since the date of appointment. The remuneration of Mr. Li was determined with reference to the prevailing market conditions, the remuneration policy of the Group and Mr. Li’s expertise and his duties and responsibilities to be exercised on the Company’s affairs. The annual salary of Mr. Li as an independent non-executive Director for the year ended 31 December 2011 was approximately RMB99,000. Save as disclosed above, Mr. Li did not have any relationship with any Director, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Li is not aware of any other matters that need to be brought to the attention of the Shareholders.

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## APPENDIX I PARTICULARS OF DIRECTORS FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING

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Mr. Li's appointment as Director is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

In relation to the re-election of Mr. Li as Director, save as disclosed in this appendix, there is no any other information which is required to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. Yu Zhuo Ping**, aged 52, was appointed an independent non-executive Director on 20 November 2009. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Yu has not held any other positions with any member of our Group. Mr. Yu graduated from Tong Ji University (同濟大學) with a bachelor degree in mechanical engineering in 1982 and a master degree in mechanical engineering in 1985. In 1996, Mr. Yu obtained a doctoral degree in design and manufacturing engineering from Tsing Hua University (清華大學). Prior to joining our Group, Mr. Yu joined Braunschweig Automotive Research Institute, the automotive institute of Technical University Darmstadt, and the research department of Volkswagen Automotive Company. Since 2002, Mr. Yu has been the dean of the faculty of automotive in Tong Ji University and the assistant to the president of Tong Ji University primarily responsible for the teaching in and management of the Faculty of Automotive. In 2002, Mr. Yu was awarded with the Shanghai Municipality Scientific and Technological Progress Award (class 2) (上海市科學技術二等獎) from the local government of Shanghai Municipality (上海市人民政府) for his research in "Construction and testing analysis of wind tunnel for automotive". In 2007, Mr. Yu was awarded with the Shanghai Municipality Scientific and Technological Progress Award (class 1) (上海市科學技術進步一等獎) from the local government of Shanghai Municipality. In 2008, Mr. Yu was further awarded with the National Scientific and Technological Progress Award (class 2) (國家科學技術進步二等獎) by the Ministry of Science and Technology of the PRC (中國科技部). Mr. Yu is also the independent non-executive director of 上海航天汽車機電股份有限公司 (Shanghai Aerospace Automobile Electromechanical Co., Ltd) (stock code: 600151), a company listed on the Shanghai Stock Exchange. Save as disclosed above, Mr. Yu did not hold any directorships in any publicly listed companies, the securities of which are listed on any securities market in Hong Kong or overseas during the past three years.

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**APPENDIX I            PARTICULARS OF DIRECTORS FOR RE-ELECTION  
AT THE ANNUAL GENERAL MEETING**

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Mr. Yu has entered into an appointment letter with the Company for an initial term of three years commencing on the date of the listing, pursuant to which he is entitled to receive a director's fees of HK\$10,000 per month since the date of appointment. The remuneration of Mr. Yu was determined with reference to the prevailing market conditions, the remuneration policy of the Group and Mr. Yu's expertise and his duties and responsibilities to be exercised on the Company's affairs. The annual salary of Mr. Yu as an independent non-executive Director for the year ended 31 December 2011 was approximately RMB99,000. Save as disclosed above, Mr. Yu did not have any relationship with any Director, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Yu is not aware of any other matters that need to be brought to the attention of the Shareholders.

Mr. Yu's appointment as Director is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

In relation to the re-election of Mr. Yu as Director, save as disclosed in this appendix, there is no information which is required to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

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

## **1. LISTING RULES RELATING TO REPURCHASES OF SHARES**

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

The Listing Rules provide that all proposed repurchases 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 repurchased must be fully paid up.

## **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association and the Articles of the Company, the Listing Rules, the applicable laws of the Cayman Islands and any other laws and regulations applicable to the Company. The Company may not repurchase 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 2011 (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 repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase 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 REPURCHASES**

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 repurchase Shares on the market. Such repurchases 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 repurchases 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\$8,300,000 divided into 830,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Repurchase Mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 83,000,000 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 Repurchase 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 repurchase of Shares pursuant to the Repurchase 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***

<b>Name of the Shareholders</b>	<b>Number of Shares held</b>	<b>Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date</b>
Genius Mind ( <i>Note 1</i> )	197,724,457	23.82%
Great Passion ( <i>Note 2</i> )	197,884,457	23.84%
Rich Talent ( <i>Note 1 and Note 2</i> )	7,985,418	0.96%
Honor Boom Investments Limited ( <i>Note 3</i> )	82,458,117	9.93%
Thomas Pilscheur	66,244,818	7.98%

*Note 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"), a company which shareholding is owned as to 50% by him.

Apart from his interest in Shares held by Genius Mind and Rich Talent disclosed in the table above, Li Xin Qing is also deemed to be interested in 800,000 Shares of the Company representing the share options granted to him to subscribe for 800,000 Shares pursuant to the Pre-IPO Share Option Scheme.

*Note 2:* The entire issued share capital of Great Passion International Limited ("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 which shareholding is owned as to 50% by him.

Apart from his interest in Shares held by Great Passion and Rich Talent disclosed in the table above, An Wei is also deemed to be interested in 800,000 Shares of the Company representing the share options granted to him to subscribe for 800,000 Shares pursuant to the Pre-IPO Share Option Scheme.

*Note 3:* The issued share capital of Honor Boom Investments Limited (“Honor Boom”) is owned as to 40% by Li Xiao Bin, 30% by Ou Yang Fen and 30% by Cui Jian respectively. Li Xiao Bin is deemed to be interested in the 82,458,117 Shares held by Honor Boom.

Apart from his interest in Shares held by Honor Boom disclosed in the table above, Li Xiao Bin is also deemed to be interested in (i) 800,000 Shares of the Company representing the share options granted to him to subscribe for 800,000 Shares pursuant to the Pre-IPO Share Option Scheme and (ii) 600,000 Shares of the Company representing the share options granted to him to subscribe for 600,000 Shares pursuant to a share option scheme of the Company adopted on 8 May 2010.

Mr. Li Xin Qing and Mr. An Wei are the two executive Directors of the Company. They together control approximately 48.63% of the voting rights in the Company. If the Company repurchases the maximum amount of Shares that it would be authorised to under the Repurchase 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 54.03%. 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 repurchase 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 Repurchase Mandate to such an extent that results 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 ASSOCIATES AND 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 associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person 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 repurchases of Shares.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

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

## 9. SHARE PRICES

The highest and lowest prices of the Shares since 2011 to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2011</b>		
January	1.22	1.04
February	1.15	0.99
March	1.15	0.99
April	1.37	1.09
May	1.33	1.18
June	1.21	1.12
July	1.23	1.13
August	1.13	0.90
September	0.93	0.79
October	0.87	0.77
November	0.95	0.74
December	0.78	0.53
<b>2012</b>		
January	0.63	0.55
February	0.73	0.56
March	0.72	0.61
April (up to the Latest Practicable Date)	0.63	0.60



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

## 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, 25 May 2012 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 auditors of the Company for the year ended 31 December 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
4.
  - (a) To re-elect Mr. Li Wan Jun as an independent non-executive director of the Company;
  - (b) To re-elect Mr. Yu Zhuo Ping as an independent non-executive director of the Company; and
  - (c) To authorise the board of directors of the Company to fix the remuneration of the directors.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with 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;
- (B) the approval in paragraph (A) above shall be in addition to any other 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 of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital 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) of this resolution above, 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 in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company 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 aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

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(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).”

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 repurchase the 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 Repurchases and the Stock Exchange (“Recognised Stock Exchange”) for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase 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 authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;

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(C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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.”

7. “**THAT** conditional upon the passing of Resolutions 5 and 6 as set out in this notice convening this meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 5 as set out in this notice convening the meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 as set out in this notice convening the meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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, 18 April 2012

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. 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 him/ her. A member may appoint a proxy in respect of part only of his/ her holding of shares in the Company. A proxy need not be a member of the Company.
2. 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 Shops 1712-1716, 17th 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.
3. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so desire and in such event, the instrument appointing a proxy should be deemed to be revoked.
4. As at the date of this notice, the executive Directors are Li Xin Qing and An Wei, and the independent non-executive Directors are Li Wan Jun, Li Xiao Hui and Yu Zhuo Ping.