
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianjin Jinran Public Utilities Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



天津津燃公用事業股份有限公司 Tianjin Jinran Public Utilities Company Limited

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01265)

SUPPLEMENTAL AGREEMENT TO THE 2021 GAS SUPPLY CONTRACT

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



Gram Capital Limited
嘉林資本有限公司

A letter from the Board dated 7 October 2021 is set out on pages 4 to 11 of this circular. A letter from the Independent Board Committee is set out on page 12 of this circular. A letter from Gram Capital containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 13 to 19 of this circular.

The notice of the EGM and the proxy form have been published and despatched to the Shareholders on 7 October 2021.

Whether or not you are able to attend the EGM, you are reminded to complete the proxy form, in accordance with the instructions printed thereon and send the proxy form to the office of the Company at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC (for holders of Domestic Shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting(s) should you so wish.

7 October 2021

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Letter from the Independent Board Committee	12
Letter from Gram Capital	13
Appendix – General Information	20

DEFINITIONS

The following words and phrases used in this circular have the same meanings set out below unless the context requires otherwise:

“2021 Gas Sourcing Price”	the monthly price per cubic metre at which the Company sources its natural gas from Jinran China Resources for the year ending 31 December 2021
“2021 Gas Supply Contract”	the gas supply contract dated 9 February 2021 and entered into between the Company and Jinran China Resources in respect of the supply of natural gas by Jinran China Resources to the Company for the year ending 31 December 2021
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	天津津燃公用事業股份有限公司 (Tianjin Jinran Public Utilities Company Limited), a joint stock limited company incorporated in the PRC, whose H shares are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be convened and held on 1 November 2021 (Monday) at 3 p.m. at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC for the purpose of considering, and if thought fit, passing ordinary resolution regarding, among others, the Supplemental Agreement
“Gas Supply”	the supply of natural gas by Jinran China Resources to the Company

DEFINITIONS

“Gram Capital” or “Independent Financial Adviser”	Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreement and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares in the ordinary share capital of the Company with a par value of RMB0.10 each, which are listed on main board of the Stock Exchange
“Independent Board Committee”	the independent board committee of the Company comprising of Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li, the independent non-executive Directors
“Independent Shareholders”	Shareholders other than those who are required by the Listing Rules to abstain from voting on the resolution(s) approving the Supplemental Agreement
“Independent Third Party(ies)”	third party(ies) who are independent of and are not connected with the Company and its connected persons
“Jinran China Resources”	津燃華潤燃氣有限公司 (Jinran China Resources Gas Co., Ltd*), a company established in the PRC with limited liability
“Latest Practicable Date”	30 September 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“normal commercial terms or better”	has the meaning ascribed to it in the Listing Rules
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571, Laws of Hong Kong (as amended from time to time)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	the conditional supplemental agreement dated 31 August 2021 and entered into between the Company and Jinran China Resources in respect of the reduction of the portion of 2021 Gas Sourcing Price in relation to the natural gas supplied to Xintiangang from 1 April 2021 to 31 December 2021
“Tianjin Gas”	天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited*), a state-owned enterprise established in the PRC with limited liability
“Xintiangang”	天津市新天鋼冷軋薄板有限公司 (Tianjin City Xintiangang Cold Rolled Steel Sheet Limited*), a company established in the PRC with limited liability, ultimately controlled by 丁立國 (Ding Ligu*), an Independent Third Party

In this circular, the English names of the PRC entities are translation of their Chinese names and included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

** For identification purpose only*

LETTER FROM THE BOARD



天津津燃公用事業股份有限公司

Tianjin Jinran Public Utilities Company Limited

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01265)

Executive Directors:

Mr. Zhao Wei (*Chairman*)

Ms. Tang Jie

Mr. Sun Liangchuan

Legal Address:

Weishan Road

Chang Qing Science

Industry and Trade Park

Jinnan District, Tianjin, PRC

Non-executive Directors:

Mr. Hou Shuang Jiang

Mr. Zhao Heng Hai

Ms. Hou Yuling

*Principal Place of Business
in the PRC:*

Floor 9, Gangao Tower

No. 18 Zhengzhou Road

Heping District

Tianjin, PRC

Independent Non-executive Directors:

Mr. Zhang Ying Hua

Mr. Yu Jian Jun

Mr. Guo Jia Li

7 October 2021

To Shareholders

Dear Sir or Madam,

SUPPLEMENTAL AGREEMENT TO THE 2021 GAS SUPPLY CONTRACT

INTRODUCTION

Reference is made to the announcement of the Company dated 9 February 2021 and the circular of the Company dated 15 March 2021 concerning the continuing connected transaction of the Company in relation to the Gas Supply contemplated under the 2021 Gas Supply Contract entered into between Jinran China Resources and the Company.

LETTER FROM THE BOARD

Reference is also made to the announcements of the Company dated 31 August 2021 and 21 September 2021 concerning the Supplemental Agreement between the Company and Jinran China Resources, pursuant to which the 2021 Gas Sourcing Price in relation to the natural gas supplied to Xintiangan from 1 April 2021 to 31 December 2021 will be decreased.

The Supplemental Agreement shall take effect upon the Independent Shareholders' approval in the EGM.

The purpose of this circular is to provide you with, among other things, (i) further details of the Supplemental Agreement; (ii) letter from the Independent Board Committee containing its advice and recommendation to the Independent Shareholders in respect of the Supplemental Agreement; (iii) a letter from Gram Capital to the Independent Board Committee and the Independent Shareholders containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreement; and (iv) other information as required by the Listing Rules.

SUPPLEMENTAL AGREEMENT

Date of entering into the Supplemental Agreement

31 August 2021

Contracting parties

Supplier : Jinran China Resources

Purchaser : The Company

As at the Latest Practicable Date, Jinran China Resources is owned as to 51% by Tianjin Gas, which is the controlling shareholder of the Company, holding approximately 70.54% of the issued shares of the Company.

LETTER FROM THE BOARD

Major terms of the Supplemental Agreement

From 1 January 2021 to 31 December 2021, the Company sourced natural gas from Jinran China Resources pursuant to the 2021 Gas Supply Contract and sold part of such natural gas to Xintiangang. In the mutual interest of the Company and Jinran China Resources to maintain their respective market shares, the Company had entered into arm's length commercial negotiation with Jinran China Resources on a potential discount on the 2021 Gas Sourcing Price (the calculation of which is governed by the 2021 Gas Supply Contract) for the natural gas sourced from Jinran China Resources and provided to Xintiangang by the Company, thereby giving the Company room to provide discount to Xintiangang in its purchase of natural gas from the Company to encourage Xintiangang to choose the Company for natural gas over other suppliers and source more natural gas from the Company. After considering potential prices of other natural gas sources available to Xintiangang, the Company and Jinran China Resources reached a consensus that, when Xintiangang's purchase of natural gas from the Company in any particular month from 1 April 2021 to 31 December 2021 reaches 1 million cubic metre, a discount of RMB0.3 per cubic metre to be given by the Company to Xintiangang would be critical to provide a price incentive sufficient to induce Xintiangang to maintain or even increase its purchase of natural gas from the Company. As Xintiangang maintaining or increasing the volume of natural gas demanded from the Company will in turn benefit Jinran China Resources when the Company purchases natural gas so demanded from Jinran China Resources, the Company and Jinran China Resources therefore concluded that each party shall put equal effort into effecting the said critical discount as Xintiangang's demand ultimately is mutually beneficial to the two parties and specifically agreed in the Supplemental Agreement that the discounts to be borne by Jinran China Resources are calculated as follows:

In relation to the natural gas sold by the Company to Xintiangang (the "Gas Amount")

When Gas Amount reaches 1 million cubic metre in any month between 1 April 2021 to 31 December 2021, the 2021 Gas Sourcing Price under 2021 Gas Supply Contract applicable to Gas Amount in that month shall be reduced by RMB0.15 per cubic metre.

The abovementioned adjustments and the 2021 Gas Sourcing Price are subject to, if any, national or Tianjin-city level policies.

LETTER FROM THE BOARD

The Company has paid Jinran China Resources for the natural gas purchased at the following Gas Sourcing Price (without the operation of the Supplemental Agreement and subject to audit and final clearance) for the respective months:

Period	Gas Sourcing Price Paid
1 April 2021 to 30 April 2021	2.52
1 May 2021 to 31 May 2021	2.52
1 June 2021 to 30 June 2021	2.62
1 July 2021 to 31 July 2021	2.62
1 August 2021 to 31 August 2021	2.62

As of the Latest Practicable Date, the Gas Sourcing Price (without the operation of the Supplemental Agreement) pursuant to the 2021 Gas Supply Contract for the period from 1 September 2021 to 30 September 2021 has not yet been finalized by Jinran China Resources.

Condition Precedents

The Supplemental Agreement shall be effective upon Independent Shareholders' approval.

The discounts to be borne by Jinran China Resources will be effected by deducting from the amount payable by the Company to Jinran China Resources under the 2021 Gas Supply Contract. The Supplemental Agreement reflects the consent of both the Company and Jinran China Resources on the discount terms provided to Xintiangang, and is valid and binding on both parties.

REASONS FOR AND BENEFITS OF ENTERING THE SUPPLEMENTAL AGREEMENT

From 1 January 2021 to 31 December 2021, the Company has been sourcing natural gas from Jinran China Resources pursuant to the 2021 Gas Supply Contract and has been selling part of such natural gas to Xintiangang. The Company is not the only supplier of natural gas available to Xintiangang. In the mutual interest of the Company and Jinran China Resources to maintain their respective market shares, the Company had entered into arm's length commercial negotiation with Jinran China Resources on a potential discount on the 2021 Gas Sourcing Price (the calculation of which is governed by the 2021 Gas Supply Contract) for the natural gas sourced from Jinran China Resources and provided to Xintiangang by the Company. To encourage Xintiangang to choose the Company for natural gas over other suppliers, the Company and Jinran China Resources conclude that the discount to the 2021 Gas Sourcing Price under the Supplemental Agreement gives the Company more room to adjust the selling price of natural gas to Xintiangang, thereby can encourage Xintiangang to maintain or even increase its natural gas demand from the Company, and indirectly from Jinran China Resources as the Company sources its natural gas from Jinran China Resources.

LETTER FROM THE BOARD

Other than the potential discount to be put on the 2021 Gas Sourcing Price pursuant to the Supplemental Agreement in relation to the natural gas purchased by the Company from Jinran China Resources and provided by the Company to Xintiangang, the Company and Jinran China Resources have already agreed on discounts on the 2021 Gas Sourcing Price in relation to (i) the natural gas supplied by Jinran China Resources to the Company as processed and measured by the pressure reducing station on Lishuang Road of Tianjin city operated by the Company, (ii) the natural gas the Company sourced from Jinran China Resources and in turn provided and to be provided to 天津太鋼天管不銹鋼有限公司 (Tianjin Taigang Tianguan Buxiugang Limited*), a company established in the PRC with limited liability, ultimately controlled by the State-owned Assets Supervision and Administration Commission of the State Council, an Independent Third Party, and (iii) the natural gas the Company sourced from Jinran China Resources and in turn provided and to be provided to 天津鋼管製造有限公司 (Tianjin Gangguan Zhizao Limited*), a company established in the PRC with limited liability, ultimately controlled by the State-owned Assets Supervision and Administration Commission Of Shanghai Municipal, an Independent Third Party. For further information on the said discounts agreed between the China and Jinran China Resources, please refer to the circulars of the Company dated 9 June 2021 and 5 July 2021.

The Directors (including the independent non-executive Directors after considering the advice of the Independent Financial Adviser) consider that the Supplemental Agreement is entered into in the usual and ordinary course of business of the Group after arm's length negotiations between the Company and Jinran China Resources and the terms of the Supplemental Agreement are normal commercial terms or better which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Xintiangang is party independent of the Company and Jinran China Resources.

ANNUAL CAP AND INTERNAL PROCEDURES

The annual cap of the total transaction amount of Gas Supply under the 2021 Gas Supply Contract, as approved by Independent Shareholders on 30 March 2021, is RMB1,915,000,000. Although the Supplemental Agreement will result in a decrease in the unit 2021 Gas Sourcing Price, it is anticipated that as a result of such decrease in price, Xintiangang will increase its purchase of natural gas from the Company and the increase in volume will eventually largely offset the impact of the decrease in price on the calculation of transaction amount. So the Company does not propose a change in the annual cap for Gas Supply in 2021.

The sales department of the Company will keep track of the discount to be given to Xintiangang in its purchase of natural gas from the Company, and before settling any payable to Jinran China Resources for natural gas purchased, verify if the amount invoiced represents 50% of the discount given to Xintiangang for the Gas Amount.

LETTER FROM THE BOARD

INFORMATION ABOUT THE GROUP

The Group's principal activities are the operation and management of gas pipeline infrastructure and the sale and distribution of piped gas in the PRC.

INFORMATION ABOUT JINRAN CHINA RESOURCES

Jinran China Resources is held by Tianjin Gas (a controlling shareholder of the Company) and indirectly by China Resources Gas Group Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1193, who has no other dealing with the Company except for establishing Jinran China Resources with Tianjin Gas) as to 51% and 49%, respectively, and is the sole wholesale supplier of natural gas in the Tianjin City and part of the rural areas of Tianjin. The principal business of Jinran China Resources comprises operation of gas pipeline infrastructure, supply of natural gas to other gas supply operators in the Tianjin area, the sales and distribution of piped gas to end users and the sale of gas appliances and equipment in connection with gas supply in certain areas in Tianjin. The ultimate beneficial owner of Tianjin Gas is the State-owned Assets Supervision and Administration Commission of the Tianjin Municipal People's Government, a special commission directly under the Tianjin Municipal People's Government.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Jinran China Resources is held as to 51% by Tianjin Gas, which is a controlling shareholder of the Company, holding approximately 70.54% of the issued shares of the Company. Jinran China Resources is hence a connected person of the Company, and the entering into of the 2021 Gas Supply Contract between Jinran China Resources and the Company constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) for the annual cap for the 2021 Gas Supply Contract exceeded 5%, the 2021 Gas Supply Contract was subject to, *inter alia*, the Independent Shareholders' approval, reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.54 of the Listing Rules, the Company must re-comply with the announcement and shareholders' approval requirements before it proposes the Supplement Agreement to effect a material change to the 2021 Gas Supply Contract's terms, accordingly, the Supplemental Agreement, which serve to amend the 2021 Gas Sourcing Price governed by the 2021 Gas Supply Contract, is subject to the Independent Shareholders' approval and announcement requirements again under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

As: (i) Mr. Hou Shuang Jiang, a non-executive Director, is a director of 天津能源集團財務有限公司 (Tianjin Energy Group Finance Co., Ltd.*), an indirect non wholly-owned subsidiary of 天津能源投資集團有限公司 (Tianjin Energy Investment Company Limited*), which owns the entire equity interest in Tianjin Gas and is a connected person of the Company; and (ii) Mr. Zhao Heng Hai, a non-executive Director, is a director of Jinran China Resources, both of them had abstained from voting on the resolutions in relation to the approval of the Supplemental Agreement proposed to the Board. Save as disclosed above, none of the Directors attending the Board meeting has a material interest in the Supplemental Agreement.

Tianjin Gas and its associates, which, as at the Latest Practicable Date, held approximately 70.54% of the total issued share capital of the Company, will abstain from voting on the resolution to be proposed at the EGM in connection with the Supplemental Agreement. Save as disclosed above, none of the Shareholders have material interest in the Supplemental Agreement and are required to abstain from voting on the aforesaid resolutions.

GENERAL

The Company has established the Independent Board Committee, which consists of the independent non-executive Directors, to advise the Independent Shareholders on the Supplemental Agreement. The Company has appointed Gram Capital to advise the Independent Board Committee and Independent Shareholders on the above matter.

EXTRAORDINARY GENERAL MEETING

Ordinary resolution in respect of the Supplemental Agreement will be proposed at the EGM to be held at 3 p.m. on 1 November 2021 (Monday) at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC. Voting at the EGM shall be taken on a poll.

The notice of the EGM, together with the proxy form have been published and despatched to the Shareholders on 7 October 2021 and will remain unchanged and valid for the EGM. Whether or not you are able to attend (if you are so entitled to) the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return them as soon as possible to the Company's office in the PRC at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC (for holders of Domestic Shares), or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM (if applicable).

LETTER FROM THE BOARD

RECOMMENDATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on page 12 of this circular which contains its recommendation to the Independent Shareholders concerning the Supplemental Agreement; and (ii) the letter from Gram Capital set out on pages 13 to 19 of this circular which contains their advice to the Independent Board Committee and the Independent Shareholders in relation to the Supplemental Agreement and the principal factors and reasons considered by it in formulating its advice and recommendation.

The Independent Board Committee, having taken into account the advice of Gram Capital, considers that the terms of the Supplemental Agreement and the transactions contemplated thereunder are fair and reasonable in so far as the Company and the Shareholders as a whole.

Yours faithfully,

By Order of the Board

Tianjin Jinran Public Utilities Company Limited

Zhao Wei

Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



天津津燃公用事業股份有限公司

Tianjin Jinran Public Utilities Company Limited

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01265)

7 October 2021

To the Independent Shareholders

**SUPPLEMENTAL AGREEMENT
TO THE 2021 GAS SUPPLY CONTRACT**

Dear Sir or Madam,

We refer to the circular (the “**Circular**”) dated 7 October 2021 despatched to the Shareholders, of which this letter forms a part. Unless the context requires otherwise, terms and expressions defined in the Circular shall have the same meanings in this letter.

We have been appointed to advise the Independent Shareholders on whether the Supplemental Agreement and the transactions contemplated thereunder are fair and reasonable. Gram Capital has been appointed to advise us and the Independent Shareholders in this regard.

We wish to draw your attention to the letter from the Board set out on pages 4 to 11 of the Circular and the letter from Gram Capital set out on pages 13 to 19 of the Circular.

Having considered the principal factors and reasons considered by, and the advice of Gram Capital set out in its letter of advice set out in the Circular, we are of the opinion that the terms of the Supplemental Agreement and the transactions contemplated thereunder are on normal commercial terms or better and in the ordinary and usual course of business of the Company, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution in respect of the Supplemental Agreement and the transactions contemplated thereunder to be proposed at the EGM.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Zhang Ying Hua

*Independent non-executive
Director*

Mr. Yu Jian Jun

*Independent non-executive
Director*

Mr. Guo Jia Li

*Independent non-executive
Director*

LETTER FROM GRAM CAPITAL

Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the Supplemental Agreement for the purpose of inclusion in this circular.



Room 1209, 12/F.
Nan Fung Tower
88 Connaught Road Central/
173 Des Voeux Road Central
Hong Kong

7 October 2021

To: *The Independent Board Committee and the Independent Shareholders
of Tianjin Jinran Public Utilities Company Limited*

Dear Sir/Madam,

SUPPLEMENTAL AGREEMENT TO THE 2021 GAS SUPPLY CONTRACT

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the Supplemental Agreement (the “**Transaction**”), details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 7 October 2021 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 31 August 2021, the Company and Jinran China Resources entered into the Supplemental Agreement, pursuant to which the 2021 Gas Sourcing Price in relation to the natural gas supplied to Xintiangang from 1 April 2021 to 31 December 2021 will be decreased.

With reference to the Board Letter, the transactions contemplated under the 2021 Gas Supply Contract was subject to, *inter alia*, the Independent Shareholders’ approval, reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.54 of the Listing Rules, the Company must re-comply with the announcement and shareholders’ approval requirements before it proposes to effect a material change to the terms of the 2021 Gas Supply Contract. Accordingly, the Supplemental Agreement, which serves to amend the 2021 Gas Sourcing Price, is subject to the Independent Shareholders’ approval and announcement requirements under Chapter 14A of the Listing Rules.

LETTER FROM GRAM CAPITAL

The Independent Board Committee comprising Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li (all being independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the Transaction are on normal commercial terms and are fair and reasonable; (ii) whether the Transaction is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the resolution(s) to approve the Transaction at the EGM. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

INDEPENDENCE

During the past two years immediately preceding the Latest Practicable Date, Gram Capital was engaged as the independent financial adviser in relation to (i) a continuing connected transaction of the Company (details of which were set out in the Company's circular dated 11 December 2019); (ii) continuing connected transactions of the Company (details of which were set out in the Company's circular dated 15 March 2021); (iii) continuing connected transactions of the Company (details of which were set out in the Company's circular dated 9 June 2021); and (iv) continuing connected transactions of the Company (details of which were set out in the Company's circular dated 5 July 2021). Other than the aforesaid engagements, Gram Capital had not provided any services to the Company during the past two years immediately preceding the Latest Practicable Date. As the aforesaid engagements were independent financial adviser engagements, they do not affect our independence to act as the Independent Financial Adviser. Notwithstanding the aforesaid engagements, we were not aware of any relationships or interests between Gram Capital and the Company, or any other parties during the past two years immediately preceding the Latest Practicable Date that could be reasonably regarded as hindrance to Gram Capital's independence to act as the Independent Financial Adviser.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there are no undisclosed private agreements/arrangements or implied

LETTER FROM GRAM CAPITAL

understanding with anyone concerning the Transaction. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

The 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 the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement therein or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, Jinran China Resources or their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Transaction. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources while we are not obligated to conduct any independent in-depth investigation into the accuracy and completeness of those information.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Transaction, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for the Transaction

Information on the Group

With reference to the Board Letter, the Group's principal activities are the operation and management of gas pipeline infrastructure and the sale and distribution of piped gas in the PRC.

LETTER FROM GRAM CAPITAL

With reference to the Company's annual report for the year ended 31 December 2020, the Group recorded revenue of approximately RMB1.34 billion for the year ended 31 December 2020 ("FY2020"). Revenue from the sales of piped gas segment amounted to approximately RMB1.28 billion for FY2020, contributing approximately 95.14% of the Group's revenue for FY2020.

With reference to the Company's interim report for the six months ended 30 June 2021, the Group recorded revenue of approximately RMB0.79 billion for the six months ended 30 June 2021. Revenue from the sales of piped gas segment amounted to approximately RMB0.76 billion for the six months ended 30 June 2021, contributing approximately 97.39% of the Group's revenue for the six months ended 30 June 2021.

Information on Jinran China Resources

With reference to the Board Letter, Jinran China Resources is the sole wholesale supplier of natural gas in the Tianjin City and part of the rural areas of Tianjin. The principal business of Jinran China Resources comprises operation of gas pipeline infrastructure, supply of natural gas to other gas supply operators in the Tianjin area, the sales and distribution of piped gas to end users and the sale of gas appliances and equipment in connection with gas supply in certain areas in Tianjin.

Reasons for and benefits of the Transaction

With reference to the Board Letter, the Company is not the only supplier of natural gas available to Xintiangang. To encourage Xintiangang to choose the Company for natural gas over other suppliers, the Company and Jinran China Resources conclude that the discount to the 2021 Gas Sourcing Price under the Supplemental Agreement gives the Company more room to adjust the selling price of natural gas to Xintiangang, thereby can encourage Xintiangang to maintain or even increase its natural gas demand from the Company, and indirectly from Jinran China Resources as the Company sources its natural gas from Jinran China Resources.

Having considered the above, we concur with the Directors that the transactions contemplated under the Supplemental Agreement are conducted in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

LETTER FROM GRAM CAPITAL

2. Principal terms of the Transaction

Set out below are the principal terms of the Supplemental Agreement as extracted from the Board Letter.

Date

31 August 2021

Contracting parties

Jinran China Resources (as supplier) and the Company (as purchaser)

Major terms of the Supplemental Agreement

In relation to the natural gas sold by the Company to Xintiangang (the “**Gas Amount**”), when Gas Amount reaches 1 million cubic metre in any month between 1 April 2021 to 31 December 2021, the 2021 Gas Sourcing Price under 2021 Gas Supply Contract applicable to Gas Amount in that month shall be reduced by RMB0.15 per cubic metre.

The abovementioned adjustments and the 2021 Gas Sourcing Price are subject to, if any, national or Tianjin-city-level policies.

As advised by the Directors, the Supplemental Agreement was entered into after arm’s length negotiations between the Company and Jinran China Resources, and were determined with reference to the agreement signed between the Company and Xintiangang (the “**Discount Agreement**”) in relation to the provision of discount to Xintiangang for the Gas Amount.

Pursuant to the Discount Agreement, when the Gas Amount reaches 1 million cubic metre in any month, the discount for gas purchased from the Company in that month shall be reduced by RMB0.30 per cubic metre.

Pursuant to the Supplemental Agreement, the discount of purchase price payable by Xintiangang in relation to the Gas Amount shall be borne by the Company and Jinran China Resources equally. Accordingly, for the relevant month, the discount to the 2021 Gas Sourcing Price equals to 50% of the discount to purchase price payable by Xintiangang for the Gas Amount (the “**Sharing Ratio**”).

LETTER FROM GRAM CAPITAL

We understood from the Directors that the Sharing Ratio was determined for the purpose of reducing gas sourcing cost of the Company from Jinran China Resources for relevant part and after arm's length negotiation between the Company and Jinran China Resources. Having considered that (i) the Sharing Ratio was determined after arm's length negotiation between the Company and Jinran China Resources; (ii) the discount to purchase price payable by Xintiangang for the Gas Amount will be equally borne by both the Company and Jinran China Resources instead of solely borne by the Company should there be no such arrangement, we consider the Sharing Ratio to be fair and reasonable.

In addition, we also understood from the Directors that before arranging for the settlement of gas fee to Jinran China Resources, the sales department of the Company will check whether the amounts as shown in the invoice has excluded 50% of the discount to purchase price payable by Xintiangang for the Gas Amount.

Having considered that (i) the Supplemental Agreement was entered into after arm's length negotiations between the Company and Jinran China Resources; (ii) the Supplemental Agreement enable the Company to purchase natural gas at a discount to the 2021 Gas Sourcing Price under 2021 Gas Supply Contract; (iii) the Company is not the only supplier of natural gas available to Xintiangang, the discount to the 2021 Gas Sourcing Price under the Supplemental Agreement gives the Company more room to adjust the selling price of natural gas to Xintiangang, thereby can encourage Xintiangang to maintain or even increase its natural gas demand from the Company; and (iv) the terms of the Supplemental Agreement was determined with reference to the terms of the Discount Agreement, we consider that the terms of the transactions contemplated under the Supplemental Agreement are on normal commercial terms and are fair and reasonable.

3. Listing Rules implication

The Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 to 14A.59 of the Listing Rules pursuant to which (i) the values of the transactions contemplated under the 2021 Gas Supply Contract (as amended by the Supplemental Agreement) (the "**Gas Sourcing Transactions**") must be restricted by the annual cap; (ii) the terms of the Gas Sourcing Transactions must be reviewed by the independent non-executive Directors annually; (iii) details of independent non-executive Directors' annual review on the terms of the Gas Sourcing Transactions must be included in the Company's subsequent published annual reports.

LETTER FROM GRAM CAPITAL

Furthermore, it is also required by the Listing Rules that the auditors of the Company must provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that the Gas Sourcing Transactions (i) have not been approved by the Board; (ii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and (iii) have exceeded the annual cap.

In the event that the total amounts of the Gas Sourcing Transactions are anticipated to exceed the annual cap, or that there is any proposed material amendment to the terms of the Gas Sourcing Transactions, as confirmed by the Directors, the Company shall comply with the applicable provisions of the Listing Rules governing continuing connected transactions.

Given the above stipulated requirements for continuing connected transactions pursuant to the Listing Rules, we are of the view that there are adequate measures in place to monitor the Gas Sourcing Transactions and thus the interest of the Independent Shareholders would be safeguarded.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Transaction are on normal commercial terms and are fair and reasonable; and (ii) the Transaction is conducted in the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the EGM to approve the Transaction and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

Note: Mr. Graham Lam is a licensed person registered with the Securities and Futures Commission and a responsible officer of Gram Capital Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 25 years of experience in investment banking industry.

1. RESPONSIBILITY STATEMENT

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.

2. DISCLOSURE OF INTERESTS

(a) Directors' and supervisors' interests and short positions in shares, underlying shares and debentures

As at the Latest Practicable Date, interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) held by the Directors, supervisors (the “**Supervisors**”) and chief executives of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the “**Model Code**”) are as follows:

Long position

Domestic Shares of RMB0.1 each in the capital of the Company

Name of Director/Supervisor	Capacity	Number of Domestic Shares held	Approximate percentage of interests in the Company/ Domestic Shares
Ms. Tang Jie	Beneficial owner	41,700,000	2.27%/3.11%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, Supervisors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders

As at the Latest Practicable Date, so far as was known to the Directors and the chief executives of the Company, the interest of the persons, other than Directors, Supervisors or chief executives of the Company, in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO, or otherwise notified to the Company were as follows:

Long position

Domestic Shares of RMB0.1 each in the capital of the Company

Name of Shareholder	Capacity	Number of Domestic Shares interested	Approximate percentage of interests in the Company/ Domestic Shares
Tianjin Gas	Beneficial owner	1,297,547,800	70.54%/96.89%
天津能源投資集團有限公司 Tianjin Energy Investment Company Limited (“ Tianjin Energy ”) (Note 1)	Interest of a controlled corporation	1,297,547,800	70.54%/96.89%
天津國有資本投資運營有限公司 (Tianjin State-owned Capital Investment Management Co., Ltd.*) (Note 2)	Interest of a controlled corporation	1,297,547,800	70.54%/96.89%
中國建設銀行股份有限公司天津 市公司 (China Construction Bank Corporation (Tianjin Branch*)) (“ CCB Tianjin ”) (Note 3)	Other	1,297,547,800	70.54%/96.89%

Notes:

1. Tianjin Energy is the intermediary holding company of Tianjin Gas. Therefore Tianjin Energy is deemed, or taken to be interested in all the Domestic Shares beneficially held by Tianjin Gas for the purpose of the SFO.
2. 天津國有資本投資運營有限公司 (Tianjin State-owned Capital Investment Management Co., Ltd.*) is the holding company of Tianjin Energy and is therefore deemed, or take to be interested in all the Domestic Shares beneficially held by Tianjin Gas for the purpose of the SFO.

3. On 6 May 2020, 天津國有資本投資運營有限公司 (Tianjin State-owned Capital Investment Management Co., Ltd.*) has charged 100% equity interest in Tianjin Energy (which own 100% equity interest in Tianjin Gas) to CCB Tianjin. Therefore CCB Tianjin is taken to be interested in all the Domestic Shares beneficially held by Tianjin Gas for the purpose of the SFO.

Long position

H Shares of RMB0.1 each in the capital of the Company

Name of Shareholders	Capacity	Number of H Shares interested	Approximate percentage of interests in the Company/H Shares
Liu Hei Wan	Interests held jointly with another person (Note 1)	14,500,000	0.79%/2.90%
	Held by controlled corporation (Note 2)	30,000,000	1.63%/6.00%
Law Suet Yi	Interests held jointly with another person (Note 1)	14,500,000	0.79%/2.90%
	Interest of spouse (Note 3)	30,000,000	1.63%/6.00%
The Waterfront Development Group Limited	Beneficial owner (Note 2)	30,000,000	1.63%/6.00%

Notes:

- As at the Latest Practicable Date, Mr. Liu Hei Wan and Ms. Law Suet Yi jointly held 14,500,000 H Shares.
- The Waterfront Development Group Limited is wholly-owned by Mr. Liu Hei Wan and thus a controlled corporation by Mr. Liu Hei Wan. Therefore, Mr. Liu Hei Wan is deemed, or taken to be, interested in the 30,000,000 H Shares which are beneficially owned by The Waterfront Development Group Limited for the purpose of the SFO.
- Ms. Law Suet Yi is the spouse of Mr. Liu Hei Wan and therefore, Ms. Law Suet Yi is deemed, or taken to be, interested in all the shares in which Mr. Liu Hei Wan is interested for the purpose of SFO.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any person, not being a Director, chief executive or supervisor of the Company, have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 336 of the SFO.

3. DIRECTORS' INTERESTS IN CONTRACTS

As at the Latest Practicable Date, none of the Directors or Supervisors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

4. COMPETING INTERESTS

Each of the Directors and their respective associates has confirmed that he/she does not have any interest in a business which competes or may compete with the business of the Group.

Based on the above, as at the Latest Practicable Date, none of the Directors was considered to have interests in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

5. LITIGATION

As at the Latest Practicable Date, no litigation or claim of material importance was known to the Board or the Company to be pending or threatened by or against any member of the Group.

6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors nor Supervisors had a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

7. DISCLOSURE OF INTEREST, CONSENT AND QUALIFICATION OF EXPERT

The following are the qualifications of the professional adviser who has given the Company an opinion or provided advice referred to or contained in this circular:

Gram Capital Limited	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO
----------------------	---

As at the Latest Practicable Date, Gram Capital had no beneficial interest in the share capital of any member of the Group nor any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, Gram Capital had no direct or indirect interest in any assets which has been, since 31 December 2020, being the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by or leased to, or were proposed to be acquired or disposed of by or leased to, any member of the Group.

Gram Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter, as the case may be, and references to its name and/or its opinion or report included in this circular in the form and context in which they respectively included.

The letter from Gram Capital dated 7 October 2021 on pages 13 to 19 is given for incorporation herein.

8. MISCELLANEOUS

- (a) As at the Latest Practicable Date, none of the Directors or Supervisors was interested in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2020, the date to which the latest published audited accounts of the Company were made up.
- (b) As at the Latest Practicable Date, the Directors confirmed that there has been no material adverse change in the financial or trading position or prospects of the Company or its subsidiaries since 31 December 2020.

9. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the following documents are available for inspection during normal business hours for 14 days from the date of this circular at 2307, 23/F, New World Tower I, 16-18 Queen's Road Central, Central, Hong Kong:

- (a) the 2021 Gas Supply Contract;
- (b) the Supplemental Agreement;
- (c) the letter from Gram Capital to the Independent Board Committee and the Independent Shareholders, the text of which is set out on pages 13 to 19 of this circular;
- (d) the letter from the Independent Board Committee, the text of which is set out on page 12 of this circular; and
- (e) the written consent of Gram Capital referred to in the section headed "Disclosure of interest, consent and qualification of expert" in this appendix.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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.



天津津燃公用事業股份有限公司 Tianjin Jinran Public Utilities Company Limited

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01265)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Tianjin Jinran Public Utilities Company Limited (the “**Company**”) will be held at 3 p.m. on 1 November 2021 at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC for the purposes of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. “**THAT:**
 - (a) the conditional supplemental agreement dated 31 August 2021 (the “**Supplemental Agreement**”) (copy of which is produced before the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) to the gas supply contract dated 9 February 2021 and entered into between 津燃華潤燃氣有限公司 (Jinran China Resources Gas Co., Ltd*) (“**Jinran China Resources**”) and the Company and the transactions contemplated thereunder in respect of the reduction of the monthly price per cubic metre at which the Company sources natural gas from Jinran China Resources, applicable only to the natural gas supplied to 天津市新天鋼冷軋薄板有限公司 (Tianjin City Xintiangang Cold Rolled Steel Sheet Limited*), from 1 April 2021 to 31 December 2021, be and is hereby approved, confirmed and ratified; and

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (b) any one director of the Company (the “**Director**”) be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents under hand (and, where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and to take such steps as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the Supplemental Agreement and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

By Order of the Board
Tianjin Jinran Public Utilities Company Limited
Zhao Wei
Chairman

Tianjin, PRC, 7 October 2021

* *For identification purpose only*

Notes:–

- (a) Shareholders of the Company are reminded that, pursuant to Article 40 of the articles of association of the Company, the register of members of the Company will be closed from 27 October 2021 (Wednesday) to 1 November 2021 (Monday), both days inclusive, during which period no change to the register of members will be allowed and no transfer of shares will be registered. The shareholders of the Company, whose names appear on the register of members of the Company on 1 November 2021 (Monday), are entitled to attend the EGM and to vote thereat. All transfer of H shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. 26 October 2021 (Tuesday).
- (b) Shareholders of the Company entitled to attend and vote at the EGM are entitled to appoint a proxy to attend and vote on their behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy.
- (c) Voting at the EGM shall be taken by poll.
- (d) To be valid, the proxy form for the use of shareholders and, if such proxy form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company (for holders of domestic shares) and the Company’s H share registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares) in accordance with Note (f) as soon as practicable and in any event not later than 24 hours before the time appointed for holding the EGM (or where applicable, any adjournment thereof).
- (e) Completion and return of the proxy forms will not affect the right of the shareholders of the Company to attend and vote at the EGM, if the shareholders of the Company so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (f) Shareholders of the Company shall deliver the proxy forms (and a notarially certified copy of the power of attorney or other authority if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority) to the office of the Company at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC (for holders of domestic shares), or to the office of the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the EGM.
- (g) Shareholders of the Company and proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Zhao Wei (Chairman), Ms. Tang Jie, Mr. Sun Liangchuan, three non-executive Directors, namely Mr. Hou Shuang Jiang, Mr. Zhao Heng Hai and Ms. Hou Yuling, and three independent non-executive Directors, namely Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li.