
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

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

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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)

**PROPOSED CHANGE OF CHAIRMAN OF
THE BOARD AND DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

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 Floor, 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 (or where applicable, any adjournment thereof). 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 and in such event, the instrument appointing the proxy should be deemed to be revoked.

All times and dates specified herein refer to local times and dates of Hong Kong.

30 January 2024

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DEFINITIONS

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

“Articles”	the articles of association of the Company
“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
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	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 19 February 2024 (Monday) at 2:00 p.m. at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC (or any adjournment thereof)
“H Share(s)”	overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are listed on the main board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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; and a controlling shareholder of the Company
“Latest Practicable Date”	23 January 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wang” or “Proposed Director”	Wang Cong (王聰), a candidate proposed to be elected as an executive Director
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of the Company, including Domestic Share(s) and H Share(s), unless specified otherwise
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Energy”	天津能源投資集團有限公司 (Tianjin Energy Investment Company Limited), a state-owned enterprise established in the PRC with limited liability, and an indirect holding company of Jinran China Resources as of the Latest Practicable Date
“Tianjin Energy Finance”	Tianjin Energy Group Finance Company Limited (天津能源集團財務有限公司)
“%”	per cent.

In this circular, certain Chinese names of institutions, natural persons or other entities have been translated into English and included as unofficial translations for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

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. Chen Tao (*Chairman of the Board*)

Ms. Tang Jie

Mr. Sun Liangchuan

Non-executive Directors:

Ms. Wu Fang

Ms. Guan Na

Mr. Zhang Jinghan

Independent non-executive Directors:

Mr. Zhang Ying Hua

Mr. Yu Jian Jun

Mr. Guo Jia Li

Legal address:

Weishan Road

Chang Qing Science Industry and Trade

Park Jinnan District

Tianjin, PRC

Principal place of business in the PRC:

Floor 9, Gangao Tower

No. 18 Zhengzhou Road

Heping District

Tianjin, PRC

30 January 2024

To Shareholders:

Dear Sir or Madam,

PROPOSED CHANGE OF CHAIRMAN OF THE BOARD AND DIRECTOR

INTRODUCTION

Reference is made to the announcement of the Company dated 18 January 2024 in relation to the proposed change of chairman of the Board and Director. The purpose of this circular is to give you notice of the EGM and to provide information in relation to the Proposed Director.

LETTER FROM THE BOARD

PROPOSED CHANGE OF CHAIRMAN OF THE BOARD AND DIRECTOR

As announced on 18 January 2024, Mr. Chen Tao (陳濤) has tendered his resignation as the chairman of the Board, an executive Director, and the chairman of the nomination committee of the Company as he would like to devote his time on his other work engagement. His resignation will become effective from the conclusion of the EGM upon the Shareholders approving the appointment of a new Director.

As recommended by the nomination committee of the Company, the Board has resolved to seek the Shareholders' approval at the EGM to elect Mr. Wang as an executive Director in place of Mr. Chen.

If elected as an executive Director by the Shareholders at the EGM, it is proposed that Mr. Wang be elected by the Board as the chairman of the Board, and the chairman of the nomination committee of the Company.

The biography of, and the proposed remuneration for, the Proposed Director is set out in the Appendix to this circular.

EGM

Notice of the EGM is set out on pages 7 to 8 of this circular.

Pursuant to the Listing Rules, voting at the EGM shall be taken by poll except where the chairman of the EGM, 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.

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 it to the Company's office at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the PRC (for holders of Domestic Shares), or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, 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 the EGM (or where applicable, any adjournment thereof). Submission of the proxy form will not preclude you from attending and voting at the EGM (or any adjournment thereof) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

Pursuant to the Articles, the register of members of the Company will be closed to ascertain the Shareholders who are entitled to attend and vote at the EGM, from 16 February 2024 (Friday) to 19 February 2024 (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. Shareholders whose names appear on the register of members of the Company on 19 February 2024 (Monday) are entitled to attend the EGM and to vote thereat.

To be entitled to attend the EGM and to vote thereat, all transfer of H Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of the Company's H share registrar, 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. on 15 February 2024 (Thursday).

RECOMMENDATION

The Directors believe that the proposed appointment of Mr. Wang as an executive Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM as set out in the notice of the EGM.

By order of the Board
Tianjin Jinran Public Utilities Company Limited
Chen Tao
Chairman of the Board

BIOGRAPHY OF MR. WANG CONG

Mr. Wang Cong (王聰), aged 41, graduated from the Northeast Electric Power School (now known as the Northeast Electric Power University) in China in July 2004 with a Bachelor of Management, and obtained a Master of Accountancy from the Nankai University in China in June 2011. Mr. Wang holds the qualification of a senior accountant in China. He was awarded the legal professional qualification certificate by the Ministry of Justice of the People's Republic of China in April 2022.

Mr. Wang has been the financial controller of Jinran China Resources since November 2022. He has over 19 years of working experience in entities engaging in heating and/or energy business (such as Tianjin Chentang Thermal Power Co., Ltd., Tianjin Jinneng Investment Company, and Tianjin Jinneng Binhai Thermal Power Co., Ltd.). Among these working experience, he worked in Tianjin Energy from November 2013 to November 2022, and had been (among others) an assistant to the manager of the finance department, and was promoted to the role of a deputy manager of the finance department. He also undertook the role of a deputy general manager (in charge) of Tianjin Energy Finance from December 2021 to August 2022, and subsequently the general manager of Tianjin Energy Finance from August 2022 to November 2022. As of the Latest Practicable Date, Mr. Wang also acts as a director or supervisor in entities which is controlled or invested in by Tianjin Energy and/or its associated companies (including his directorship in Tianjin Jinneng Co., Ltd. (天津津能股份有限公司) and his role as supervisor in Tianjin Jinneng Pipe Co., Ltd. (天津市津能管業有限公司)).

If elected, Mr. Wang will enter into a service contract with the Company and his term will commence from the conclusion of the EGM and ending on the conclusion of the annual general meeting of the Company to be held in 2024. Under the aforesaid service contract, Mr. Wang will be entitled to an annual basic remuneration of RMB50,000 (which Mr. Wang has indicated that he will waive the same), and will be entitled to pension contribution, benefits and discretionary bonus. His remuneration package was determined based on the Company's remuneration policy for Directors, taking into account a variety of factors such as roles and responsibilities to be assumed by him in the Group, his individual qualifications and experience, the actual circumstances of the Company, and the market remuneration standard and conditions in China.

Mr. Wang has confirmed that, save as disclosed in this circular, (i) he does not have any other relationship with any Director, senior management, substantial or controlling shareholder of the Company as of the Latest Practicable Date, (ii) he does not currently hold any other position(s) within the Group; (iii) he did not hold any directorship(s) in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he does not currently have any interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, the Company is not aware of any other matters in relation to the appointment of Mr. Wang that need to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules, or that need to be brought to the attention of Shareholders.

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tianjin Jinran Public Utilities Company Limited (the “Company”) will be held at 2:00 p.m. on 19 February 2024 (Monday) at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, the People's Republic of China for the purposes of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To appoint Mr. Wang Cong as an executive director of the Company, and to authorise the board of directors of the Company to fix his remuneration, to approve his service contract and to deal with all other relevant matters in connection therewith.

By Order of the Board

Tianjin Jinran Public Utilities Company Limited

Chen Tao

Chairman of the Board

Tianjin, PRC, 30 January 2024

Notes:

- (a) Pursuant to articles of association of the Company, the register of members of the Company will be closed to ascertain the Shareholders who are entitled to attend and vote at the EGM, from 16 February 2024 (Friday) to 19 February 2024 (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. Shareholders of the Company whose names appear on the register of members of the Company on 19 February 2024 (Monday) are entitled to attend the EGM and to vote thereat.

To be 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, 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. on 15 February 2024 (Thursday).

- (b) Voting at the EGM shall be taken by poll.

NOTICE OF EGM

- (c) 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.

- (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 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 (or where applicable, any adjournment thereof).

Submission of the proxy form will not affect the right of the shareholders of the Company to attend and vote at the EGM in person, if the shareholders of the Company so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (e) Shareholders of the Company and proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.