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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Tianjin Jinran Public Utilities Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 17 February 2023, the State Council of the People's Republic of China (the “**PRC**”) and the China Securities Regulatory Commission issued the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents” and the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies”, respectively, and related guidelines (collectively, the “**New Regulations**”), which came into effect on 31 March 2023. On the same date as the New Regulations took effect, the “Mandatory Provisions for the Articles of Association of Companies Listed Overseas” and the “Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” were repealed. The Stock Exchange of Hong Kong Limited has made certain consequential amendments to the Listing Rules, which came into effect on 1 August 2023. In light of the above, among other matters, holders of domestic shares and H shares (which are both ordinary shares) are no longer deemed as different class of shareholders, and the class meeting requirement applicable to holders of domestic shares and H shares are no longer necessary under the laws of the PRC.

The Company therefore proposes to amend its articles of association (the “**Articles**”) for the purposes of (i) reflecting updates to the laws and regulations of the PRC and to the Listing Rules, and (ii) making other consequential, appropriate and housekeeping amendments. The board of directors of the Company (the “**Board**”) is of the view that the proposed amendments are in the interests of the Company and the shareholders of the Company as a whole.

The proposed amendments to the Articles are subject to approval of the shareholders of the Company by way of a special resolution at an extraordinary general meeting of the Company (the “**EGM**”), holders of domestic shares of the Company at the class meeting of domestic shareholders and the approval of the holders of H shares of the Company at the class meeting of holder of H shares (collectively, the “**Class Meetings**”), respectively, to be held. It will also be proposed at the EGM and the Class Meetings to grant an authorization to Board, and for the Board to delegate such authorization to other persons, to make adjustments or amendments to the Articles in accordance with the laws and regulatory requirements, and the opinions on the amendments to the Articles from the regulatory authorities, and to deal with procedural matters such as approval, filing and information disclosure.

A circular containing further information of the proposed amendments, together with the respective notice of the EGM and the Class Meetings, will be despatched to the shareholders of the Company in due course.

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

Tianjin, PRC, 10 November 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chen Tao (Chairman of the Board), Ms. Tang Jie and Mr. Sun Liangchuan, three non-executive Directors, namely Ms. Wu Fang, Ms. Guan Na and Mr. Zhang Jinghan, and three independent non-executive Directors, namely Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li.

In this announcement, 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.