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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 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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AND

### CONTINUING CONNECTED TRANSACTION IN RELATION TO GAS PROVISION

AND

### NOTICES OF EXTRAORDINARY GENERAL MEETING, CLASS MEETING OF HOLDERS OF DOMESTIC SHARES AND CLASS MEETING OF HOLDERS OF H SHARES

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Whether or not you are able to attend the EGM and the Class Meetings, 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, PRC (for holders of Domestic Shares), or to 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 respective EGM and Class Meetings (or where applicable, any adjournment thereof). Submission of the proxy form will not preclude you from attending and voting in person at the meetings (or any adjournment thereof) 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.

7 December 2023

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## DEFINITIONS

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

“Annual Cap(s)”	the annual cap(s) of the total transaction amount for the Company’s provision of gas to Tianjin Binran under the Supply Contract
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Binhai Gas Group”	天津濱海燃氣集團有限公司 (Tianjin Binhai Gas Group Company Limited), a subsidiary of Jinran China Resources
“Board”	the board of Directors
“Class Meetings”	collectively, (1) the class meeting of holders of Domestic Shares to be convened and held on 28 December 2023 (Thursday) at 3:00 p.m. (or immediately after the conclusion of the EGM), and (2) the class meeting of holders of H Shares to be convened and held on 28 December 2023 (Thursday) at 3:30 p.m. (or immediately after the conclusion of the class meeting of holders of Domestic Shares), and in each case, at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC (or any adjournment thereof)
“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
“Contract Term”	from 1 January 2024 (subject to the Supply Contract becoming effective) to 31 December 2026
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission

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## DEFINITIONS

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“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 28 December 2023 (Thursday) 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
“Gas Selling Price”	the price per cubic metre at which the Company supplies its natural gas to Tianjin Binran
“Gas Sourcing Price”	the overall price per cubic metre at which the Company sources natural gas from its supplier(s)
“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 the Independent Board Committee and the Independent Shareholders in respect of the terms of the Supply Contract and the Annual Caps
“Group”	the Company and its subsidiaries
“Independent Board Committee”	the independent board committee comprising all 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 approving the Supply Contract

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## DEFINITIONS

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“Jinran China Resources”	津燃華潤燃氣有限公司 (Jinran China Resources Gas Co., Ltd), a controlling shareholder of the Company
“Latest Practicable Date”	30 November 2023, 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
“New Regulations”	“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”, and related guidelines
“normal commercial terms or better”	has the meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Pricing Mechanism”	the pricing mechanism to calculate the Gas Selling Price, details of which are set out in the paragraph headed “Pricing Mechanism and Annual Caps” in the Letter from the Board in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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

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## DEFINITIONS

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“Supervisor(s)”	supervisor(s) of the Company
“Supply Contract”	the city gas supply and usage contract dated 10 November 2023 entered into between the Company and Tianjin Binran with respect to the supply of natural gas by the Company to Tianjin Binran during the Contract Term
“Tianjin Binran”	天津濱燃管網建設有限公司 (Tianjin Binran Pipe Network Construction Co., Ltd), a connected person of the Company
“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
“Tianjin Taihua”	天津泰華燃氣有限公司 (Tianjin Taihua Gas Co., Ltd.), a subsidiary of Binhai Gas Group
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Chen Tao (*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:*

Ms. Wu Fang

Ms. Guan Na

Mr. Zhang Jinghan

*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 December 2023

*To Shareholders:*

Dear Sir or Madam,

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**AND**

### **CONTINUING CONNECTED TRANSACTION IN RELATION TO GAS PROVISION**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 10 November 2023 regarding the proposed amendments to the Articles, and the announcement of the Company dated 10 November 2023 regarding the continuing connected transaction in relation to gas provision. The purpose of this circular is to give you notices of the EGM and the Class Meetings, and to provide further information in relation to the resolutions to be proposed at the EGM and the Class Meetings.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE ARTICLES

On 17 February 2023, the State Council of the PRC and the CSRC issued 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 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 currently 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 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 is of the view that the proposed amendments are in the interests of the Company and the Shareholders as a whole. The Company considers that the amendments to the Articles are in line with the latest development of laws and rules applicable to the Company, as Domestic Shares and H Shares are considered as the same class of ordinary shares under PRC law and the substantive rights attached thereto (including voting rights, dividends, distribution of assets upon liquidation) are the same. The Company is of the view that the proposed amendments to the Articles (including the removal of the provisions relating to the class meeting requirement) will not compromise the protection of holders of H Shares and will not have a significant impact on shareholder protection measures of the Company.

Details of the proposed amendments to the Articles are set out in appendix I to this circular.

The proposed amendments to the Articles are subject to the approval of the Shareholders at the EGM, and the approvals of the holders of Domestic Shares and of the holders of H Shares at the respective Class Meetings, each by way of special resolution, and shall take effect upon these resolutions being passed. It is also proposed that authorisation be granted to the Board and for the Board to delegate such authorisation to other persons, to make adjustments or amendments to the Articles in accordance with the law, rules and requirements applicable to the Company and opinions on the amendments to the Articles from the regulatory authorities and to deal with procedural matters such as approval, filing and information disclosure.

The Company has been advised by its legal advisers that the proposed amendments are not inconsistent with the applicable requirements of the Listing Rules and the laws of the PRC respectively. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

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## LETTER FROM THE BOARD

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### CONTINUING CONNECTED TRANSACTION IN RELATION TO GAS PROVISION

The Company and Tianjin Binran entered into the Supply Contract pursuant to which the Company agreed to supply natural gas to Tianjin Binran during the Contract Term. The principal terms of the Supply Contract are summarised as follows:

**Date:**

10 November 2023

**Parties:**

Supplier: the Company

Purchaser: Tianjin Binran

**Subject matter:**

Subject to the terms and conditions of the Supply Contract, the Company agreed to supply to Tianjin Binran natural gas (with air pressure equal to or greater than 0.9 MPa before the gas supply line enters the area where the natural gas is used) at the Gas Selling Price.

Where the gas usage facilities are out of order or has safety risks, Tianjin Binran may (at an expense) require the Company to provide safety checks and maintenance services on the gas usage facilities.

The Company shall not be responsible for any loss of Tianjin Binran for any suspension of gas supply if it is caused by force majeure or other reasons not caused by the Company (such as government actions).

**Contract Term and condition precedent:**

From 1 January 2024 to 31 December 2026. The Supply Contract shall be effective upon the Company having obtained the approval of the Independent Shareholders in accordance with the Listing Rules.

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## LETTER FROM THE BOARD

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### Pricing Mechanism and Annual Caps:

Pursuant to the Supply Contract, the Gas Selling Price shall be determined as follows:

- (1) Subject to the potential adjustments under the paragraphs below, the Gas Selling Price shall be:

the Gas Sourcing Price <sup>(Note)</sup> + RMB0.2 <sup>(Note)</sup>

*Note: tax inclusive, per cubic meter*

- (2) If the Gas Sourcing Price changes, adjustment to the same extent will be made to the Gas Selling Price.

Where data for adjustment is not yet available, settlement of transaction amount may be made based on the prevailing Gas Selling Price, additional payment (or refund) will be made after the actual Gas Selling Price has been ascertained based on the above principle.

- (3) The Gas Selling Price shall be adjusted in accordance with the natural gas price directives to be announced by the governing administrative department from time to time, if any.
- (4) In any event, the total transaction amount under the Supply Contract shall not exceed the following Annual Caps:

<b>Period</b>	<b>Annual Cap</b> <i>(tax inclusive)</i> <i>RMB million</i>
From 1 January 2024 to 31 December 2024	344
From 1 January 2025 to 31 December 2025	375
From 1 January 2026 to 31 December 2026	408

When determining the Annual Caps, the Company has considered, among others: (i) the estimated transaction amount in the respective year with reference to (among other things) historical transaction with Tianjin Taihua; (ii) value-added tax applicable to the gas supply to Tianjin Binran (currently at a rate of 9%); and (iii) an additional buffer of approximately 9% in anticipation of spike in consumption during peak seasons and in case of unexpected fluctuation.

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## LETTER FROM THE BOARD

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### *Estimated transaction amount*

The Company has been supplying gas to Tianjin Taihua. Both Tianjin Binran and Tianjin Taihua are subsidiaries of Binhai Gas Group. The Company entered into a gas provision contract with Tianjin Taihua on 15 April 2021 (which is scheduled to expire on 31 December 2023). With reference to the business need of Binhai Gas Group, the gas provision contract with Tianjin Taihua will not be renewed, and the Company has entered into the Supply Contract with Tianjin Binran. In the Company's estimation of the forthcoming transaction amount with Tianjin Binran, the Company took into account the actual transaction amount with Tianjin Taihua as summarised in the table below:

	<b>For the eight months ended 31 August 2023 RMB million</b>	<b>For the year ended 31 December 2022 RMB million</b>	<b>For the year ended 31 December 2021 RMB million</b>
Actual transaction amount with Tianjin Taihua ( <i>tax exclusive</i> ) ( <i>approximate</i> )	172.4 <i>(Note 2)</i>	241.4	193.9

*Note 1:* The gas provision contract with Tianjin Taihua stipulates that the annual transaction amount to be capped at RMB383 million and RMB445 million for the year ended 31 December 2021 and 2022, and RMB538 million for the year ending 31 December 2023, respectively. More information about such gas provision contract was included in the Company's circular dated 9 June 2021.

*Note 2:* Based on the Group's unaudited financial record, and is subject to review and annual audit.

In particular, in estimating the gas volume to be supplied for the year ending 31 December 2024 ("FY2024"), the Company sum up the historical volume of gas supplied to Tianjin Taihua for the eight months ended 31 August 2023 (approximately 53.0 million cubic meters) and for the four months from September 2022 to December 2022 (approximately 25.8 million cubic meters). Such estimated gas volume is then multiplied by the estimated Gas Selling Price to arrive at the estimated transaction amount.

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## LETTER FROM THE BOARD

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The estimated Gas Selling Price adopted for FY2024 was approximately RMB4 per cubic meters. In reaching such estimated Gas Selling Price, the Company has taken into account the actual average selling price of approximately RMB3.36 per cubic meter for the year ended 31 December 2022 (“FY2022”), and a compound annual growth rate of approximately 9% as compared to that for FY2022. Such CAGR applied was estimated after considering the historical CAGR, i.e. the CAGR of around 14.3% from the years ended 31 December 2020 to FY2022.

In reaching the estimated transaction amount for the year ending 31 December 2025 (“FY2025”), an estimated gas volume similar to that for FY2024 was applied, which was then, multiplied by an estimated Gas Selling Price adopted for FY2025. Such Gas Selling Price for FY2025 represents a growth rate of 9% compared to that applied in estimating the gas transaction amount for FY2024, which was determined with reference to the historical annual growth rate of the gas selling price.

In reaching the estimated transaction amount for the year ending 31 December 2026 (“FY2026”), an estimated gas volume similar to that for FY2024 and FY2025 was applied. Such volume was multiplied by an estimated Gas Selling Price adopted for FY2026, which represents a growth rate of 9% compared to the estimated Gas Selling Price applied for FY2025, which was determined with reference to the historical annual growth rate of the gas selling price.

### *Additional buffer*

Taking into account (i) the limited supply of natural gas and possibility of regulatory measures affecting demand of natural gas and (ii) potential occurrence of extreme weather conditions and other unexpected factors which may lead to increased user demands, a buffer of approximately 9% has been included when estimating the demand of natural gas under the Supply Contract.

In arriving at the Pricing Mechanism, the Company has considered: (i) the Gas Sourcing Price at which the Company sources its natural gas from regulated ultimate supplier(s) of natural gas in the Tianjin region, its potential fluctuations based on the Company and management’s expertise in the industry, and related overheads and costs of the Company; and (ii) the Company’s strategy to maintain its market share and the significance of securing Tianjin Binran as its user.

### **Settlement:**

Tianjin Binran is required to settle the gas fee on a monthly basis on or before the 20th day of the next month, based on the consumption of natural gas as shown on the gas meter under the Supply Contract.

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## LETTER FROM THE BOARD

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### INTERNAL CONTROLS

To facilitate the implementation of the Pricing Mechanism and the gas supply in accordance with the Supply Contract, the Company applies (among others) the following internal control procedures with respect to the Supply Contract:

1. The operating department of the Company pays close attention to the laws and regulations from time to time that are applicable to the Gas Sourcing Price and the Gas Selling Price in order to ensure that the gas supply under the Supply Contract is conducted in accordance with mandated prices.
2. The operating department reviews the Gas Sourcing Price every month. Should any adjustment be made to the Gas Sourcing Price, the operating department shall notify the head of the department and be prepared to adjust the Gas Selling Price (including the Company's customers and issuing invoice using the adjusted Gas Selling Price).
3. The operating department checks the actual amount of gas supplied and transaction amount, at least on a monthly basis, for settlement purpose and also for ensuring that the aggregated transaction amount in a year will not exceed the applicable Annual Cap. Should such aggregated transaction amount exceed 75% of the applicable Annual Cap, starting from the month concerned, the operating department will estimate the volume of natural gas to be supplied to Tianjin Binran in the next month and the corresponding expected transaction amount, and will report the same to the management of the Company. The Board shall eventually determine if the Annual Cap(s) should be revised upwards in accordance with the Listing Rules.
4. The finance department cross-checks and verifies the transaction amount and data based on the actual amount of gas supplied, invoices with Tianjin Binran and the terms of the Supply Contract.
5. The Company's external auditors will be engaged to report on the Annual Caps.
6. The independent non-executive Directors will conduct an annual review of the implementation and enforcement of the transactions contemplated under the Supply Contract.

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## LETTER FROM THE BOARD

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### REASONS FOR AND BENEFITS OF ENTERING INTO THE SUPPLY CONTRACT

Sale of natural gas is part of the Company's ordinary and usual course of business. The Company also considers that the sale of natural gas to Tianjin Binran will form a steady, reliable and substantive income to the Company.

The Directors (including the independent non-executive Directors having considered the advice of the Independent Financial Advisers) consider that the Supply Contract was entered into in the ordinary and usual course of business of the Group after arm's length negotiations between the Company and Tianjin Binran, and the terms of the Supply Contract (including the Pricing Mechanism and the Annual Caps) are of normal commercial terms or better, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### INFORMATION OF 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 OF TIANJIN BINRAN

Tianjin Binran is a company established in the PRC with limited liability. So far as the Company is aware of, Tianjin Binran is principally engaged in construction of gas transportation pipeline network and ancillary facilities; investment and construction of gas infrastructure; maintenance and sales of gas appliance; lease of self-owned equipment; development, consultation, service and transfer of gas technology; urban gas operation; transmission and distribution of natural gas pipeline network.

Tianjin Binran is wholly-owned by Binhai Gas Group (which is wholly-owned by Jinran China Resources). Jinran China Resources is a controlling shareholder of the Company. As of the Latest Practicable Date, Jinran China Resources held 1,297,547,800 Domestic Shares, representing approximately 70.54% of the issued Shares. Jinran China Resources is held as to 51% by Tianjin Gas and as to 49% by China Resources Gas (Hong Kong) Investment Limited (a wholly-owned subsidiary of China Resources Gas Group Limited (the shares of which are listed on the Stock Exchange)). 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.

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## LETTER FROM THE BOARD

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### LISTING RULES IMPLICATIONS

As referred to in the paragraph headed “Information of Tianjin Binran” above, Tianjin Binran is an associate of Jinran China Resources and a connected person of the Company. The entering into of the Supply Contract by the Company and the transactions contemplated thereunder constitute continuing connected transactions 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 Caps exceeds 5%, the Supply Contract and the transactions contemplated thereunder are subject to (among other things) the announcement, Independent Shareholders’ approval, annual reporting and annual review requirements under Chapter 14A of the Listing Rules.

Mr. Chen Tao (an executive Director) is the deputy general manager of Jinran China Resources, and each of Ms. Wu Fang, Ms. Guan Na, and Mr. Zhang Jinghan (each a non-executive Director) holds concurrent positions (non-directorship or non-senior management roles) in Jinran China Resources. For good corporate governance practice, they have abstained from voting on the resolutions in relation to the approval of the Supply Contract proposed to the Board. Save as disclosed above, none of the Directors have a material interest in the Supply Contract.

An Independent Board Committee comprising all the independent non-executive Directors (namely, Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li) has been established to advise the Independent Shareholders on the Supply Contract. The letter from the Independent Board Committee is set out on page 16 of this circular. Gram Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the same. The letter from Gram Capital is set out on pages 17 to 28 of this circular.

### EGM AND CLASS MEETINGS

The notices of the EGM and the Class Meetings are set out on pages 96 to 102 of this circular.

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

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## **LETTER FROM THE BOARD**

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Whether or not you are able to attend the EGM and/or the Class Meetings, 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 of the respective EGM and the Class Meetings (or where applicable, any adjournment thereof). Submission of the proxy form will not preclude you from attending and voting at the EGM and/or the Class Meetings (or any adjournment thereof) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Jinran China Resources and its associates will abstain from voting at the EGM in connection with the Supply Contract in light of their material interest in the transaction. As of the Latest Practicable Date, Jinran China Resources held 1,297,547,800 Domestic Shares. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as of the Latest Practicable Date, no Shareholder is required to abstain from voting at the EGM and the Class Meetings in connection with the proposed amendments to the Articles.

### **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 and/or the Class Meetings from 22 December 2023 (Friday) to 28 December 2023 (Thursday), 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 (and with respect to the Class Meetings, holders of the respective class of Shares) whose names appear on the register of members of the Company on 28 December 2023 (Thursday) are entitled to attend the respective EGM and/or the Class Meetings and to vote thereat.

To be entitled to attend the EGM and/or the class meeting of holder of H Shares 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 21 December 2023 (Thursday).

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that (i) the proposed amendments to the Articles, and (ii) the Supply Contract and the transactions contemplated thereunder are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notices of the EGM and the Class Meetings.

By order of the Board

**Tianjin Jinran Public Utilities Company Limited**

**Chen Tao**

*Chairman of the Board*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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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)**

7 December 2023

*To the Independent Shareholders:*

Dear Sir or Madam,

### **CONTINUING CONNECTED TRANSACTION IN RELATION TO GAS PROVISION**

We refer to the circular (the “**Circular**”) of the Company dated 7 December 2023, of which this letter forms a part. Unless the context requires otherwise, terms and expressions defined in the Circular shall have the same meanings when used in this letter.

We have been appointed to advise the Independent Shareholders on whether the Supply Contract 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 5 to 15 of the Circular and the Letter from Gram Capital (the “**IFA Letter**”) set out on pages 17 to 28 of the Circular.

Having considered the principal factors and reasons considered by, and the advice of, Gram Capital as set out in the IFA Letter, we are of the opinion that the terms of the Supply Contract was entered into in the ordinary and usual course of business of the Group, and its terms are of normal commercial terms or better, which 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 regarding the Supply Contract to be proposed at the EGM.

Yours faithfully,

**Zhang Ying Hua**

*Independent non-executive  
Director*

**Yu Jian Jun**

*Independent non-executive  
Director*

**Guo Jia Li**

*Independent non-executive  
Director*

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## LETTER FROM GRAM CAPITAL

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*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 Transaction 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 December 2023

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

Dear Sir/Madam,

### CONTINUING CONNECTED TRANSACTION

#### 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 transaction contemplated under the Supply Contract (the “**Transaction**”), details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 7 December 2023 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 10 November 2023, the Company and Tianjin Binran entered into the Supply Contract pursuant to which the Company agreed to supply natural gas to Tianjin Binran from 1 January 2024 (subject to the Supply Contract becoming effective) to 31 December 2026.

With reference to the Board Letter, the Transaction constitutes a continuing connected transaction of the Company and is subject to (among other things) the announcement, Independent Shareholders’ approval, annual reporting and annual review requirements under Chapter 14A of the Listing Rules.

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## LETTER FROM GRAM CAPITAL

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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 (including the Annual Caps) 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 are 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) continuing connected transactions as set out in the Company's circular dated 15 December 2021; (ii) continuing connected transactions as set out in the Company's circular dated 8 December 2022; and (iii) continuing connected transactions as set out in the Company's circular dated 24 February 2023. 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.

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## LETTER FROM GRAM CAPITAL

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### 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 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, Tianjin Binran 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.

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## LETTER FROM GRAM CAPITAL

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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:

#### **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.

With reference to the Company's annual report for the year ended 31 December 2022 ("FY2022") and interim report for the six months ended 30 June 2023 ("1H2023"), the Group recorded revenue of approximately RMB1,780.4 million and approximately RMB913.8 million for FY2022 and 1H2023 respectively. Revenue from the sales of piped gas segment were approximately RMB1,727.8 million and RMB900.2 million for FY2022 and 1H2023 respectively, contributing approximately 97.05% and approximately 98.51% of the Group's total revenue for the respective year/period concerned.

#### **Information on Tianjin Binran**

With reference to the Board Letter, Tianjin Binran is a company established in the PRC with limited liability. So far as the Company is aware of, Tianjin Binran is principally engaged in construction of gas transportation pipeline network and ancillary facilities; investment and construction of gas infrastructure; maintenance and sales of gas appliance; lease of self-owned equipment; development, consultation, service and transfer of gas technology; urban gas operation; transmission and distribution of natural gas pipeline network.

Tianjin Binran is wholly-owned by Binhai Gas Group (which is wholly-owned by Jinran China Resources). Jinran China Resources is a controlling shareholder of the Company. As of the Latest Practicable Date, Jinran China Resources held 1,297,547,800 Domestic Shares, representing approximately 70.54% of the issued Shares. Jinran China Resources is held as to 51% by Tianjin Gas and as to 49% by China Resources Gas (Hong Kong) Investment Limited (a wholly-owned subsidiary of China Resources Gas Group Limited (the shares of which are listed on the Stock Exchange)). 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.

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## LETTER FROM GRAM CAPITAL

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### Reasons for and benefits of the Transaction

As discussed above and advised by the Directors, as the Group's revenue are mostly derived from the sales of piped gas, the sale of natural gas to Tianjin Binran will form a steady, reliable and substantive income to the Company.

As advised by the Directors, the Transaction allows (i) the Group to indirectly access Tianjin Binran's established client network; and (ii) Tianjin Binran to have a stable source of natural gas. In addition, Tianjin Binran currently cannot purchase natural gas from Jinran China Resources (being the Company's natural gas supplier) directly as their gas pipelines are not connected with each other and the cost of constructing new gas pipelines by Tianjin Binran to connect its pipelines to Jinran China Resources' pipelines is huge.

As further advised by the Directors, the purchase and sales of natural gas are conducted in the ordinary course of business of the Group, and on a continuous basis. Accordingly, the Directors are of the view that the Transaction will be beneficial to the Company and the Shareholders as a whole.

With reference to the Board Letter, the Company has been supplying gas to Tianjin Taihua. Both Tianjin Binran and Tianjin Taihua are subsidiaries of Binhai Gas Group. Based on the Directors' understanding, the gas provision agreement with Tianjin Taihua would expire on 31 December 2023. Due to Binhai Gas Group's business need, the gas provision contract with Tianjin Taihua will not be renewed, and the Company has entered into the Supply Contract with Tianjin Binran.

Having considered the above and that the Transaction is revenue in nature, we concur with the Directors that the Transaction is conducted in the ordinary and usual course of business of the Group and is in the interests of the Group and the Shareholders as a whole.

### Principal terms of the Transaction

Set out below are the principal terms of the Supply Contract as extracted from the Board Letter:

#### Date

10 November 2023

#### Parties

Supplier: the Company

Purchaser: Tianjin Binran

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## LETTER FROM GRAM CAPITAL

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### **Subject matter**

Subject to the terms and conditions of the Supply Contract, the Company agreed to supply to Tianjin Binran natural gas (with air pressure equal to or greater than 0.9 MPa before the gas supply line enters the area where the natural gas is used) at the Gas Selling Price.

Where the gas usage facilities are out of order or has safety risks, Tianjin Binran may (at an expense) require the Company to provide safety checks and maintenance services on the gas usage facilities.

The Company shall not be responsible for any loss of Tianjin Binran for any suspension of gas supply if it is caused by force majeure or other reasons not caused by the Company (such as government actions).

### **Contract term and condition precedent**

From 1 January 2024 to 31 December 2026. The Supply Contract shall be effective upon the Company having obtained the approval of the Independent Shareholders in accordance with the Listing Rules.

### **Pricing policy**

Pursuant to the Supply Contract, the Gas Selling Price shall be determined as follows:

- (i) Subject to the potential adjustments under the paragraphs below, the Gas Selling Price shall be (a) the Gas Sourcing Price plus (b) RMB0.2 (both tax inclusive) per cubic meter;
- (ii) if the Gas Sourcing Price changes, adjustment to the same extent will be made to the Gas Selling Price. Where data for adjustment is not yet available, settlement of transaction amount may be made based on the prevailing Gas Selling Price, additional payment (or refund) will be made after the actual Gas Selling Price has been ascertained based on the above principle; and
- (iii) the Gas Selling Price shall be adjusted in accordance with the natural gas price directives to be announced by the governing administrative department from time to time, if any.

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## LETTER FROM GRAM CAPITAL

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As advised by the Directors, apart from Binhai Gas Group, the Company also sells natural gas to another Independent Third Party natural gas wholesaler. For our due diligence purpose, we obtained one agreement in relation to the sale of natural gas by the Company to an Independent Third Party in each of the two year ended 31 December 2022 (the “**Independent Third Party Agreements**”), which are of similar nature as the Supply Contract. We noted from the Independent Third Party Agreements that their pricing policy of gas selling price is the same as the pricing mechanism under the Supply Contract (i.e. the gas selling price shall be the Gas Sourcing Price of the Company plus RMB0.2 (tax inclusive) per cubic meter, subject to adjustment due to Gas Sourcing Price adjustment and in accordance with natural gas price directives to be announced by the governing administrative department from time to time).

With reference to the Board Letter, the Group has adopted certain internal control procedures in relation to the Transaction, details of which are set out in the section headed “INTERNAL CONTROLS” of the Board Letter. Having considered, in particular, that

- (i) the operating department of the Company pays close attention to the laws and regulations from time to time that are applicable to the Gas Sourcing Price and the Gas Selling Price in order to ensure that the gas supply under the Supply Contract is conducted in accordance with mandated prices; and
- (ii) the operating department reviews the Gas Sourcing Price every month. Should any adjustment be made to the Gas Sourcing Price, the operating department shall notify the head of the department and be prepared to adjust the Gas Selling Price (including the Company’s customers and issuing invoice using the adjusted Gas Selling Price),

we consider the effective implementation of such internal control measures would help to ensure fair pricing of the Transaction. Upon our request, (i) we were advised that there had been no change of laws and regulations in respect of the Gas Sourcing Price and Gas Selling Price for the period from 1 January 2023 to the date of Supply Contract; and (ii) we obtained the records showing the Group’s Gas Sourcing Price for the aforesaid corresponding period on a monthly basis and noted that the tentative Gas Selling Price was the tentative Gas Sourcing Price plus RMB0.2 per cubic meter. Accordingly, we do not doubt the effectiveness of the implementation of internal control measures.

Having considered the pricing policy under the Independent Third Party Agreements and the aforesaid internal control measures, we consider the pricing policy of the Transaction is fair and reasonable.

### **Annual Caps**

In any event, the total transaction amount under the Supply Contract shall not exceed the following Annual Caps.

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## LETTER FROM GRAM CAPITAL

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	For the year ending 31 December 2024 ("FY2024") <i>RMB'million</i>	For the year ending 31 December 2025 ("FY2025") <i>RMB'million</i>	For the year ending 31 December 2026 ("FY2026") <i>RMB'million</i>
Annual Caps (tax inclusive)	344	375	408

With reference to the Board Letter, the Company took into consideration the factors set out under the section headed "Pricing Mechanism and Annual Caps" of the Board Letter in arriving at the Annual Caps.

As mentioned above, with reference to the business need of Binhai Gas Group, the gas provision contract with Tianjin Taihua will not be renewed, and the Company has entered into the Supply Contract with Tianjin Binran. In the Company's estimation of the forthcoming transaction amount with Tianjin Binran, the Company took into account the actual transaction amount with Tianjin Taihua as summarised in the table below:

	From the year ended 31 December 2021 ("FY2021") <i>RMB'million</i>	From the year ended 31 December 2022 <i>RMB'million</i>	From the year ending 31 December 2023 ("FY2023") <i>RMB'million</i>
Actual transaction amount with Tianjin Taihua (tax exclusive) (approximate)	193.9	241.4	172.4 <i>(Note)</i>
Existing annual caps with Tianjin Taihua	383	445	538
Utilisation rates (%)	50.6	54.2	N/A

*Note: The figure was for the eight months ended 31 August 2023 based on the Group's unaudited financial record, and subject to review and annual audit.*

Based on the above table, we noted that the utilisation rates of the existing annual caps were approximately 50.6% and approximately 54.2% for FY2021 and FY2022 respectively.

To assess the fairness and reasonableness of the Annual Caps, we obtained a calculation (the "**Calculation**") of the Annual Caps from the Company.

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## LETTER FROM GRAM CAPITAL

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(i) FY2024

We noted that from the Calculation that the Annual Cap for FY2024 was estimated based on (i) estimated transaction amount for FY2024; and (ii) a buffer of 9%.

According to the Calculation, the estimated transaction amount for FY2024 was calculated by the estimated volume of natural gas to be supplied by the Group to Tianjin Binran and the estimated Gas Selling Price, for FY2024.

The estimated volume of natural gas to be supplied by the Group to Tianjin Binran for FY2024 represented the summation of (i) historical volume of natural gas supplied by the Group to Tianjin Taihua for the eight months ended 31 August 2023; and (ii) historical volume of natural gas supplied by the Group to Tianjin Taihua of approximately 25.8 million cubic meters for the four months ended 31 December 2022. Having considered that (i) the estimated volume was based on historical volume; and (ii) the gas provision contract with Tianjin Taihua will not be renewed, and the Company has entered into the Supply Contract with Tianjin Binran (both Tianjin Taihua and Tianjin Binran are subsidiaries of Binhai Gas Group), we are of the view that the estimated volume of natural gas to be supplied by the Group to Tianjin Binran for FY2024 is fair and reasonable.

In respect of the estimated Gas Selling Price for FY2024, we noted that it represented a compounded annual growth rate (“CAGR”) of approximately 9% as compared to that for FY2022. Having considered that the actual average Gas Selling Price for FY2022 represents a CAGR of approximately 14.3% (the “Price Growth”) from that for FY2020, we are of the view that the estimated Gas Selling Price for FY2024 is justifiable.

Based on the above, we are of the view that the estimated transaction amount for FY2024 is fair and reasonable.

As mentioned above, a buffer of 9% was applied to the estimated transaction amount for FY2024 for the determination of the Annual Cap for FY2024. Having considered that (i) unexpected circumstances may take place during 2024; and (ii) we noted from other Hong Kong listed companies’ circulars regarding continuing connected transactions that the incorporation of buffer of 5% to 10% in proposed annual caps are not uncommon among companies listed on the Stock Exchange, we consider that the buffer of 9% (which falls within the aforesaid range) to be acceptable.

In light of the above, we consider that Annual Cap for FY2024 is fair and reasonable.

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## LETTER FROM GRAM CAPITAL

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(ii) FY2025 and FY2026

Based on the above table, we noted that the Annual Caps for FY2025 and FY2026 represented year-on-year growth rates of approximately 9.0% and approximately 8.8% respectively.

As analysed above, (i) the estimated Gas Selling Price for FY2024 represented a CAGR of approximately 9% as compared to that for FY2022; and (ii) the actual average Gas Selling Price for FY2022 represents a CAGR of approximately 14.3% as compared to that for FY2020, we are of the view that the year-on-year growth rates of approximately 9.0% and 8.8% in Annual Caps for FY2025 and FY2026 are justifiable.

Based on the above, we consider the Annual Caps for FY2025 and FY2026 are fair and reasonable.

Shareholders should note that as the Annual Caps are relating to future events and were estimated based on assumptions which may or may not remain valid for the entire period up to 31 December 2026, and they do not represent forecasts of transaction amounts to be incurred from the Transaction. Consequently, we express no opinion as to how closely the actual transaction amounts to be incurred from the Transaction will correspond with the Annual Caps.

In light of the above, we are of the view that the terms of the Supply Contract (including the Annual Caps) are on normal commercial terms and are fair and reasonable.

### **Settlement**

Tianjin Binran is required to settle the gas fee on a monthly basis on or before the 20th day of the next month, based on the consumption of natural gas as shown on the gas meter under the Supply Contract.

According to the Independent Third Party Agreements, the settlement between the Group and the Independent Third Party is on a monthly basis. Therefore, we consider the settlement term under the Supply Contract is on normal commercial terms.

### ***Our conclusion***

Having considered the above, including the principal terms of the Transaction and the Annual Caps, we are of the view that the terms of the Transaction are fair and reasonable.

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## LETTER FROM GRAM CAPITAL

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### **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 Transaction must be restricted by the Annual Caps; (ii) the terms of the Transaction must be reviewed by the independent non-executive Directors annually; and (iii) details of independent non-executive Directors' annual review on the terms of the Transaction must be included in the Company's subsequent published annual reports.

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 Transaction (i) has not been approved by the Board; (ii) was not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group; (iii) was not entered into, in all material respects, in accordance with the relevant agreement governing the transaction; and (iv) has exceeded the Annual Caps.

In the event that the total amounts of the Transaction are anticipated to exceed the Annual Caps, or that there is any proposed material amendment to the terms of the Transaction, 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 Transaction and thus the interest of the Independent Shareholders would be safeguarded.

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## LETTER FROM GRAM CAPITAL

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### RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Transaction (including the Annual Caps) 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.*

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## APPENDIX I                      PROPOSED AMENDMENTS TO THE ARTICLES

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This appendix sets out the proposed amendments to the Articles (showing changes to existing Articles, other than consequential changes made to cross-references and numbering).

The Articles are prepared and written in Chinese and the English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
Article 1	<p>In order to protect the legitimate rights and interests of the shareholders and creditors of the Company and regulate the organization and conduct of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, <del>Special Regulations Of The State Council On The Offer Of Shares And Listing Of Joint Stock Limited Companies Outside the PRC</del> (the "Special Regulations"), Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders' Meetings by Overseas Listed Companies, Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange Listing Rules") and other relevant laws, regulations of the PRC.</p> <p><u>Tianjin Jinran Public Utilities Company Limited</u> (the "Company") is a joint stock limited company established in accordance with the Company Law and other relevant regulations. On 26 December 2001, the original Tianjin Tianlian Natural Gas Company Limited was changed in its entirety to become Tianjin Tianlian Public Utilities Company Limited as approved by "Entire Change of Tianjin Tianlian Natural Gas Company Limited to Tianjin Tianlian Public Utilities Company Limited" issued by the Tianjin Municipal Government (Jin Gu Pi [2001] No.22). On 29 December 2011, the Company registered at the Administration Bureau for Industry and Commerce of Tianjin Municipal and acquired the business licence with the number 120112000002102.</p> <p>The promoters of the Company and the proportion of their equity interests are: Tianjin Municipal Liansheng Investment Group Company Limited, representing 57% of the equity interests of the Company; Tianjin Jinlian Investment and Trading Company Limited, representing 20.19% of the equity interests of the Company; Tianjin Gas Group Company Limited, representing 14.81% of the equity interests of the Company; Ms. Tang Jie, representing 6% of the equity interests of the Company and Ms. Liang Jingqi, representing 2% of the equity interests of the Company.</p>

Article no.	Proposed amendments to the existing Articles
Article 2	<p><u>Registered Chinese</u> name of the Company:</p> <p><u>(Chinese)</u> 天津津燃公用事業股份有限公司</p> <p><u>(English) name:</u> Tianjin Jinran Public Utilities Company Limited</p>
Article 6	<p>The Articles of Association of the Company shall be adopted by a special resolution of the general meeting of the Company and shall supersede the Articles of Association of the Company originally registered with the Administration for Industry and Commerce.</p> <p>Since the effective day <del>of the Articles of Association</del>, it <u>the Articles of Association of the Company</u> shall be a legally binding document which regulates the organization and conduct of the Company, the rights and obligations between the Company and shareholders and among the shareholders.</p> <p><del>Shareholders may initiate legal proceedings against the Company, other shareholders, according to the Articles of Association, the Company may initiate legal proceedings against the shareholders according to the Articles of Association; the shareholders may initiate legal proceedings against other shareholders according to the Articles of Association; the shareholders may also institute legal proceedings against directors, supervisors, managers and other senior management officers of the Company; the Company may initiate legal proceedings against shareholders, directors, supervisors, managers and other senior management officers of the Company according to the Articles of Association.</del></p> <p><del>The legal proceedings referred to in the preceding paragraph shall include legal proceedings initiated in courts or the application to arbitration institutions for arbitration.</del></p> <p>Other senior management officers referred to in the <u>Articles of Association</u> <del>preceding paragraph</del> shall include assistant managers, financial officers and secretaries of the Board of Directors <u>of the Company</u>.</p>

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
Article 7	The Articles of Association shall be binding on the Company, its shareholders, directors, supervisors, manager and other senior management officers. All aforesaid persons may claim rights relating to the affairs of the Company in accordance with the Articles of Association.
Article 8	<del>The Company may invest in other companies with limited liability and joint stock limited companies with limited liabilities and its liabilities therefor shall be limited to the amount of the capital invested.</del>
Article 140	<p>The business scope of the Company shall be the items as approved by the registration authority of the Company.</p> <p>The business scope of the Company includes:</p> <p><u>Permitted items: operation of gas; installation and repair of gas-fired appliance; construction design; inspection and testing of special equipment; installation, upgrading and repair of special equipment; design of special equipment; interior decoration of residential properties; gas vehicles refueling business; road transport of dangerous goods; concurrent-business insurance agent services; project construction (except for construction and operation of nuclear power plants and construction of civil airports) (operated by branch offices); various types of engineering construction activities.</u> (For items that are subject to approval in accordance with the laws, business activities can only be conducted after obtaining approval(s) from the relevant departments, and the actual business projects as approved under the approval documents or license documents granted by the relevant departments shall prevail);</p>

**Article no.                      Proposed amendments to the existing Articles**

General items: fire-fighting technical services; food sales (sales of pre-packaged food only); production of gas appliances; sales of instruments and meters; repair of instruments and meters; engineering management services; lease of special equipment; sales of special equipment; repair of general equipment; repair of special equipment; maintenance of electronic and mechanical equipment (excluding special equipment); sales of non-electric household appliances; sales of gas, liquid separation and purification equipment; sales of household appliances; installation service of household appliances; sales of spare parts for household appliances; sales of fire-fighting equipment; retail of kitchenware and sanitary ware and daily grocery; retail of hardware products; sales of metal products; sales of valves and cocks; sales of pipeline transportation equipment; sales of vending machines; internet sales (except for sales of licensed goods); advertising release; advertising design and agency; heat production and supply; research and development of emerging energy technologies; contractual energy management; cooling services; operational efficiency evaluation services; research and development of waste heat, pressure and gas utilization technology; energy-saving management services; centralized fast-charging stations; lease of batteries; sales of charging motor vehicles; sales of charging piles; operation of electric vehicle charging infrastructure; sales of hydrogen refueling and hydrogen storage facilities; sales of photovoltaic equipment and components; lease of photovoltaic power generation equipment; sales of solar thermal utilization products; sales of solar thermal utilization equipment; solar power generation technical services; sales of solar thermal power generation products; sales of solar thermal power generation equipment; retail of computer hardware and software and ancillary equipment; sales of network equipment; sales of internet equipment; sales of information security equipment; sales of intelligent unmanned aerial vehicles; sales of intelligent robots; research and development of IoT technology; technical services of cloud computing equipment; IoT application services; information technology consulting services; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; lease of non-residential real estate; housing lease; pipeline transportation over land. (Except for projects subject to approval according to law, independently carry out business activities according to law with business license) technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; exclusive insurance agency business within the scope of the insurance company's authorization (operating under the authorization); sales agent; lease of non-residential real estate; sales of non-electric household appliances; pipeline transportation over land; lease of special equipment. (Except for the items subject to approval by laws, business activities can be carried out independently with the business license in accordance with the laws).

Article no.	Proposed amendments to the existing Articles
Article <del>112</del>	<p>The Company shall provide for ordinary shares at all times; pursuant to its requirements and <u>obtaining the approvals required under the relevant laws and rules of the State and the place where the securities of the Company are listed (where applicable), upon the approval granted by the examining and approving authorities of the Company authorized by the State Council,</u> the Company may create other classes of shares.</p>
Article <del>134</del>	<p>The Company may issue shares to domestic investors and overseas investors <u>upon the approval granted by the securities supervisory authorities under the State Council. The issuance of shares by the Company shall be conducted in accordance with the procedures stipulated in and provisions of the relevant laws and rules of the State and the place where the securities of the Company are listed.</u></p> <p>Overseas investors referred to in the preceding paragraph shall mean investors in foreign countries and Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company; domestic investors shall mean investors within the People's Republic of China other than Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company.</p>
Article <del>145</del>	<p>The shares issued by the Company to domestic investors and subscribed for in Renminbi shall be called domestic shares. The shares issued by the Company to overseas investors and subscribed for in foreign currencies shall be called foreign shares. Those foreign shares which are listed <u>on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") shall be called H shares. Domestic shares and H shares are of the same class of ordinary shares</u><del>outside the PRC shall be called overseas listed foreign shares.</del></p>
Article <del>156</del>	<p>Upon the approval granted by the examining and approving authorities of the Company authorized by the State Council, the Company may issue 695,000,000 ordinary shares <u>at its establishment.</u> The number of ordinary shares issued by the Company at its establishment to the promoters was 695,000,000, representing 100% of the total number of the ordinary shares that the Company may issue.</p>
Article <del>167</del>	<p>The registered capital of the Company is RMB183,930,780 comprising 1,839,307,800 ordinary shares with a nominal value of RMB<u>10 cents</u><del>0.10</del>.</p>

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
	<p>The structure of the share capital of the Company:</p> <p>Jinran China Resources Gas Co., Ltd. contributed RMB129,754,780, representing 70.54% of the registered capital of the Company;</p> <p>Tang Jie contributed RMB4,170,000, representing 2.27% of the registered capital of the Company;</p> <p><del>The share capital of H shares contributed RMB50,006,000, representing 27.19% of the registered capital of the Company.</del></p>
Article 18	<p><del>The board of directors of the Company may, upon the approval of the Company's plan to issue overseas listed foreign shares and domestic shares by the securities supervisory authorities of the State Council, arrange for the respective issue of such shares.</del></p> <p><del>The Company's plan to issue overseas listed foreign shares and domestic shares shall be carried out respectively pursuant to the provisions aforesaid within fifteen months from the date of approval of the securities supervisory and administrative authorities of the State Council.</del></p>
Article 19	<p><del>Where the Company issues overseas listed foreign shares and domestic shares separately within the total number of shares specified in the issue plan, every such issue shall be fully subscribed for in one time; if this cannot be achieved due to exceptional circumstances, the shares may be issued in several tranches, subject to the approval of the Securities Commission of the State Council.</del></p>
Article 20	<p><del>The registered capital of the Company is RMB183,930,780.</del></p>
Article 21	<p><del>The Company may increase its capital in accordance with <u>the relevant laws and rules of the State and the place where the securities of the Company are listed</u>, and the relevant provisions of the Articles of Association pursuant to the operational and development requirements of the Company; <u>to</u></del></p>

Article no.	Proposed amendments to the existing Articles
	<p>The Company may increase its capital in <u>by</u> the following methods:</p> <ol style="list-style-type: none"><li>(1) <u>public offering of shares</u> <del>offer of new shares to unspecified investors;</del></li><li>(2) <u>non-public offering of shares</u> <del>placement of new shares to the existing shareholders;</del></li><li>(3) <del>bonus issues of new shares to the existing shareholders;</del></li><li>(4) <u>capitalisation of capital reserve;</u></li><li>(<del>5</del>) <del>other methods as permitted by laws and administrative regulations.</del></li></ol> <p><del>Upon the approval thereof under the provisions of the Articles of Association, the increase of capital of the Company by way of issuing new shares shall be carried out pursuant to the procedures provided by relevant laws and administrative regulations of the State.</del></p> <p><del>Upon the increase or reduction of share capital of the Company, the Company shall arrange for registration of changes at the relevant company registration authority and make an announcement.</del></p>
<u>Article 18</u>	<p><u>The Company or its subsidiaries (including affiliates) shall not, at any time, provide any form of financial assistance, such as gift, advance, guarantee, compensation or loan, to the subscriber or potential subscriber of the Company's shares.</u></p>
<u>Article 2219</u>	<p>All <u>H</u> <del>the overseas listed foreign</del> shares listed in Hong Kong of the Company shall comply with the following provisions:</p> <ol style="list-style-type: none"><li>(1) <del>for all transfers of H the overseas listed foreign transfer shares listed in Hong Kong, a general or common form or any other written instruments accepted by the board of directors shall be adopted; such instruments may be signed under hand or in the forms of machine printed signatures without affixing the common seal of the Company.</del></li></ol>

Article no.	Proposed amendments to the existing Articles
	<p>(2) no transfer of shares shall be made to an infant or a person of unsound mind or other disqualified person under law.</p> <p>(3) unless otherwise provided by laws and administrative regulations, the shares of the Company shall be freely transferable <u>in accordance with the laws and free from any lien. The Company shall not accept the share certificates of the Company as collaterals of any pledges.</u></p>
Article <del>203</del>	<p>The Company may sell the shares of a member who is untraceable under the following conditions:</p> <p>(1) during a period of twelve years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(2) on expiry of the twelve years the Company gives notice of its intention to sell the shares by way of an advertisement <del>published in the newspapers</del> and notifies the exchange where such shares are listed of such intention <u>(or in such other manner as may be permitted under the relevant laws and rules of the State and the place where the securities of the Company are listed).</u></p>
Article <del>214</del>	<p>The Company may reduce its registered capital <del>in accordance with the stipulations of the Articles of Association.</del> <u>Any reduction of the registered capital of the Company shall be conducted in accordance with the relevant laws and rules of the State and the place where the securities of the Company are listed, and the procedures stipulated in the Articles of Association.</u></p>
Article <del>225</del>	<p>When reducing its registered capital <u>as necessary</u>, the Company shall prepare a balance sheet and list of assets.</p> <p>The Company shall notify its creditors within ten days from the date the resolution for the reduction of capital has been passed and shall publish a notice in a newspaper or the unified corporation information publicity system within thirty days thereof. The creditors who have received such notice shall, within thirty days thereof, and those creditors who have not received such notice shall, within forty-five days from the date of the notice, be entitled to request the Company to settle the liabilities or to provide corresponding guarantees on the liabilities thereof.</p>

**Article no.****Proposed amendments to the existing Articles**

The registered capital of the Company after the reduction of capital shall not fall below the minimum amount required by law.

Article 236

The Company ~~may~~shall not repurchase its issued shares in principle, ~~in accordance with the procedures provided by the Articles of Association after the same have been approved by the relevant supervisory authorities of the State unless~~ under the following circumstances:

- (1) ~~cancellation of shares for the purpose of~~ reduction of registered capital of the Company;
- (2) merger with other companies which hold shares of the Company;
- (3) to use the shares for employee stock ownership plans or equity incentives;
- (4) the shareholder requests that his/her shares be acquired due to objections to the company's resolution on merger or division passed at the shareholders' general meeting;
- (5) to use the shares for conversion of corporate bonds issued by listed companies that are convertible into shares;
- (6) Other matters necessary for the ~~listed~~ company to protect the value of the Company and the interests of shareholders;
- (7) other circumstances permitted by the law and administrative regulations.

The purchase of the Company's own shares for the circumstances as mentioned in sub-paragraphs (1) and (2) of the preceding paragraph, shall be approved by a resolution at the shareholders' general meeting; the purchase of the Company's own shares for the circumstances as mentioned in sub-paragraphs (3), (5) and (6) of the preceding paragraph, shall be resolved at a meeting of the Board of Directors attended by at least two-thirds of the Directors in accordance with the provisions of the Articles of Association or the authorization of the general meeting.

**Article no.                      Proposed amendments to the existing Articles**

After the Company purchases its own shares according to the provisions of the first paragraph of this Article, it shall, under the circumstance as mentioned in sub-paragraph (1), cancel them within ten days after the purchase; under the circumstance as mentioned either in sub-paragraphs (2) or (4), it shall transfer them or cancel them within six months; under the circumstance as mentioned in sub-paragraphs (3), (5) and (6), the total number of shares held by the Company shall not exceed ten percent of the total number of issued shares of the Company and shall be transferred or cancelled within three years.

The purchase of the Company's shares by a ~~listed~~ company shall comply with the information disclosure obligations in accordance with the relevant laws and regulations of the State and the place where the securities of the Company are listed. The purchase of the Company's shares by a ~~listed~~ company for the circumstances as mentioned in sub-paragraphs (3), (5) and (6) of the first paragraph of this Article, it shall be made through public centralized trading.

Article ~~24~~<sup>7</sup>

The Company may ~~purchase~~ repurchase its shares ~~upon the approval granted by the relevant supervisory authorities of the State in any one of the following manners:~~

- ~~(1) to make a repurchase offer to all shareholders in equal proportion to their shareholdings;~~
- ~~(2) to repurchase the shares in open and centralized trading on a stock exchange, or in other manner recognized by laws, regulations and the securities regulatory authorities of the State Council, and shall be conducted in accordance with the procedures and provisions of the relevant laws and regulations of the State and the place where the Company's securities are listed.;~~
- ~~(3) to repurchase the shares by way of agreement other than through a stock exchange.~~

Article no.	Proposed amendments to the existing Articles
Article 28	<p>The repurchase of shares by the Company by way of agreement other than through a recognised stock exchange shall require the prior approval of shareholders in shareholders' general meeting in accordance with the provisions of the Articles of Association. Upon prior approval granted in the same manner by shareholders in the shareholders' general meeting, the Company may discharge or amend any agreement entered into in the aforesaid manner or to waive any rights granted under such agreement.</p> <p>The agreement for repurchase of shares referred to in the preceding paragraph shall include but not be limited to the agreements relating to the assumption of obligations to repurchase shares and the acquisition of rights to acquire repurchased shares.</p> <p>The Company shall not assign an agreement for the repurchase of its shares or any of the rights provided therein.</p>
Article 29	<p>The Company shall cancel within the time limit stipulated by laws and administrative regulations the shares repurchased and shall apply to the original company registration authorities for the registration of the alteration of its registered capital.</p> <p>The registered capital of the Company shall be reduced by the same amount as the total nominal value of the shares so cancelled.</p>
Article 31	<p>The Company or its subsidiaries shall not, at any time or in any manner, provide any financial assistance to any person who acquires or intends to acquire the shares of the Company. The person who acquires the shares of the Company as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Company.</p> <p>The Company or its subsidiaries shall not, at any time or in any manner, provide financial assistance to reduce or discharge a person who assumes such obligations as aforesaid from such obligations.</p> <p>This Article shall not apply to circumstances as described in Article 33 of this Chapter.</p>

Article no.	Proposed amendments to the existing Articles
Article 32	<p>The financial assistance referred to in this Chapter shall include but not be limited to the following forms:</p> <p>(1) — gifts;</p> <p>(2) — guarantees (including the assumption of obligations by the guarantor or the offering of property by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation to be made as a result of default on the part of the Company itself), discharge or waiver of rights;</p> <p>(3) — provisions of loans or entering into contracts in which the Company has to perform obligations prior to the performance of the other party, changes to loans or to the contracting parties and the assignment of the rights of such loans or contracts;</p> <p>(4) — any other forms of financial assistance given by the Company when the Company is unable to pay its debts or has no net assets or when its net assets would be reduced to a material extent.</p> <p>The assumption of obligations referred to in this Chapter shall include the obligations assumed by the obligor as a result of changes to his/her financial position due to the making of a contract or an arrangement (whether such contract or arrangement is enforceable or such person is liable individually or jointly with others) or pursuant to any other means.</p>
Article 33	<p>The following acts are not prohibited by the provisions of Article 31 of this Chapter:</p> <p>(1) — the granting of relevant financial assistance by the Company where the same is given in good faith in the interests of the Company and the principal purpose of granting such assistance is not for the purchase of the Company's shares, or the assistance so granted is only an incidental part of a certain master plan of the Company;</p> <p>(2) — the distribution by the Company of its assets by way of dividends declared in accordance with law;</p>

Article no.	Proposed amendments to the existing Articles
	<p>(3) <del>the distribution of dividends by way of bonus shares;</del></p> <p>(4) <del>reduction of registered capital, repurchase of shares of the Company and restructuring of the shareholding structure in accordance with the Articles of Association;</del></p> <p>(5) <del>lending of money by the Company in the normal course of business which falls within its scope of business (but the net assets of the Company shall not be thereby reduced, or if reduced, the said financial assistance shall be made out of the distributable profits of the Company);</del></p> <p>(6) <del>provision of funds by the Company for the employee share scheme (but the net assets of the Company shall not be thereby reduced, or if reduced, the said financial assistance shall be made out of the distributable profits of the Company).</del></p>
Article <u>2534</u>	<p>The shares of the Company shall be in registered form.</p> <p>The particulars to be set out in the share certificates of the Company shall, in addition to those required by the Company Law, include other particulars which are required to be included by the stock exchanges where the shares of the Company are listed.</p>
Article <u>2736</u>	<p>The Company shall <del>have</del><u>maintain</u> a register of shareholders to <u>record</u> <del>register</del> the following particulars:</p> <p>(1) the name (description), address (residence), <del>occupation or nature</del> of each shareholder;</p> <p>(2) ...</p> <p>Unless there is proof to the contrary, the register of shareholders shall be conclusive evidence of the holding of shares by a shareholder.</p>

Article no.	Proposed amendments to the existing Articles
Article <del>28</del> 37	<p>The Company may, in accordance with the mutual understanding and agreements between the securities authority of the State Council and overseas securities regulatory organizations, maintain overseas the register of shareholders of overseas-listed foreign shares and appoint overseas agent(s) to manage the share register. The original share register for holders of overseas-listed foreign <u>H</u> shares listed in Hong Kong shall be maintained in Hong Kong. A copy of such share register shall be maintained at the Company's registered address. The appointed overseas agent(s) where the Company's shares are listed shall guarantee the consistency of the original and the copy of the share register.</p> <p>If there is any inconsistency of the original and the copy of the share register <u>of H shares</u>, the original shall prevail.</p>
Article 38	<p>The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall contain the following parts:</p> <p>(1) — the register of shareholders which is kept at the registered address of the Company, other than those provided in paragraphs (2) and (3) of this Article;</p> <p>(2) — the register of shareholders of the Company's overseas listed foreign shares, the original of which is kept in locality where the shares are listed;</p> <p>(3) — the register of shareholders which is kept at other place(s) as the board of directors deems necessary for listing of the shares of the Company.</p>
Article 39	<p>The various parts of the register of shareholders shall not overlap. During the process of the registration of shares in one part of the register, no transfer of such shares shall be registered in the other part of the register.</p> <p>The paid-up overseas listed foreign shares which are listed in Hong Kong may be freely transferred in accordance with the Article of Association; the board of directors may refuse to recognise any instrument of transfer, and give no reasons unless the following conditions are satisfied:</p>

Article no.	Proposed amendments to the existing Articles
	<p>(1) <del>the instrument of transfer only involves overseas listed foreign shares which are listed in Hong Kong;</del></p> <p>(2) <del>the stamp duty relating to the instrument of transfer has been paid;</del></p> <p>(3) <del>the provision of the relevant share certificates, together with evidence to show that the transferor is entitled to transfer the shares reasonably demanded by the board of directors;</del></p> <p>(4) <del>if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;</del></p> <p>(5) <del>the relevant shares shall have no lien of any company;</del></p> <p><del>Changes or rectification of each part of the register of shareholders shall be carried out in accordance with the laws of the place where such part of the register of shareholders is kept.</del></p> <p><del>All transfer documents and other documents which are related to or which affect the title of any shares shall be registered. Should any fees be charged, such fees shall not exceed the maximum fees stipulated by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time.</del></p>
Article <del>29</del> <u>40</u>	<p>Within <del>thirty</del><u>three</u> days prior to a shareholders' general meeting or within five days prior to the record date on which basis the Company has decided to distribute dividends, no entry shall be made to the register of shareholders to record any changes resulting from any share transfer.</p> <p>Where the PRC laws and regulations, Hong Kong Stock Exchange Listing Rules, the relevant regulations of securities regulatory authorities in the place where the shares of the Company are listed stipulate on the period of closure of the register of shareholders <del>before the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends</del>, such provisions shall prevail.</p>
Article 42	<p><del>Any person who disputes the register of Shareholders and requires his/her name to be entered into or removed from the register of shareholders may apply to a court which has jurisdiction to correct the register of shareholders.</del></p>

**Article no.                      Proposed amendments to the existing Articles**

~~If the Company refuses to register a transfer of the shares, it shall issue a notice of refusal to the transferor and transferee within one month after the date which the transfer application was lodged with the Company.~~

**Article 43**

~~If any shareholder whose name has been registered in the register of shareholders or any person who requests to have his/her name (description) entered into the register of shareholders has lost his/her share certificate(s) (“Original Certificate(s)”), he/she may apply to the Company for the issue of (a) replacement certificate(s) in respect of such shares (“Relevant Shares”).~~

~~In respect of the loss of certificate(s) by shareholders of domestic shares, the replacement certificate(s) shall be applied in accordance with the Company Law.~~

~~In respect of the loss of certificate(s) by shareholders of overseas listed foreign shares, application for replacement shall be made in accordance with the laws, rules of the relevant recognised stock exchange or other relevant provisions of the place where the original register of shareholders of overseas listed foreign shares is kept.~~

~~For applications for replacement of lost share certificate(s) relating to shares listed in Hong Kong, the replacement of such certificate(s) shall be subject to the following requirements:-~~

~~(1) — Applicants shall submit an application in standard form designated by the Company together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason for the application made by the applicant, the circumstances under which the share certificate(s) was/were lost with supporting evidence and a declaration that no other persons may request to be registered as a shareholder in respect of the Relevant Shares.~~

~~(2) — The Company shall not have received any declaration from any person other than the applicant requesting registration as the shareholder of such shares prior to the decision of the Company to issue (a) replacement share certificate(s).~~

**Article no.                      Proposed amendments to the existing Articles**

~~(3) If the Company decides to issue (a) replacement share certificate(s) to the applicant, an announcement of the issue of replacement share certificate(s) shall be published in the newspapers designated by the board of directors; the period for such announcement shall be ninety days and such announcement shall be published at least once every thirty days during such period. The newspapers designated by the board of directors shall be English and Chinese newspapers of Hong Kong (at least one for each).~~

~~(4) Prior to publishing the announcement of the issue of (a) replacement certificate(s), the Company shall prepare and submit a copy of the announcement proposed to be published to the stock exchange on which it is listed and the announcement may be published immediately upon the reply of such stock exchange confirming that such announcement has been published at the stock exchange. The period for the exhibition of such announcement at the stock exchange shall be ninety days.~~

~~If the consent to the application for (a) replacement certificate(s) has not been obtained from the registered shareholder of the Relevant Shares, the Company shall send to such shareholder by post a copy of such announcement to be published.~~

~~(5) Upon the expiry of the ninety-day period for the publication and exhibition of the said announcement as provided in paragraphs (3) and (4) of this Article and no objection being received by the Company from any person to the replacement of such certificate(s), (a) replacement share certificate(s) shall be issued pursuant to the applicant's application.~~

~~(6) In issuing (a) replacement share certificate(s) pursuant to this Article, the Company shall immediately cancel the Original Certificate(s) and such cancellation and replacement shall be registered in the register of shareholders.~~

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
	<p><del>(7) All costs incurred by the Company in connection with the cancellation of the Original Certificates and issuing replacement share certificates shall be borne by the applicant. Unless the applicant provides reasonable security, the Company shall be entitled to refuse to take any action.</del></p>
Article 44	<p>Upon the issuance by the Company of (a) replacement share certificate(s) pursuant to the provisions of the Articles of Association, the name (description) of a bona fide purchaser who acquired the new share certificate(s) aforesaid or a shareholder who is subsequently registered as the owner of such shares (if a bona fide purchaser) shall not be removed from the register of shareholders.</p>
Article 45	<p><del>The Company shall assume no liability for any loss sustained by any person as a result of the cancellation of the Original Certificates or in issuing replacement share certificates, unless it can be proved that the Company has taken fraudulent acts.</del></p>
Article <u>3146</u>	<p>A shareholder of the Company is a holder of share(s) of the Company in accordance with relevant laws and whose name (description) is entered in the register of shareholders.</p> <p>A shareholder shall have rights and shall undertake the obligations in accordance with the class and the number of shares held by him/her; the shareholders <u>holding each share</u> of the same class <del>of shares</del> shall have the same rights and shall undertake the same obligations.</p>

**Article no.                      Proposed amendments to the existing Articles**

Where 2 or more persons are registered as the joint holders of a share, they shall be regarded as the joint owners of the relevant share subject to the following restrictions:

- (1) the Company shall not register for more than four joint holders of any share;
- (2) All the joint shareholders in respect of any share shall be jointly and individually liable to pay all amounts payable for the relevant shares;
- (3) if one of the joint shareholders is dead, only the surviving shareholders among the joint shareholders shall be regarded as the owners of the shares by the Company, but the board of directors, as it thinks fit, is entitled to request for the provision of such shareholders in relation to the change of particulars of the register of shareholders;
- (4) In case of joint holders of a share, only the person whose name stands first in the Register of Shareholders shall be entitled to receive the share certificates from the Company, receive notices of the Company and attend and exercise all voting rights of the relevant shares in the shareholders' general meeting of the Company or receive dividends. Any notice served on the aforesaid person shall be deemed to be served to all of the joint holders.

Where the shareholder is a legal person, its legal representative or a person authorized by the resolution of the board of directors or other decision-making authorities shall exercise its rights on its behalf.

The Company shall not, with the sole reasons that a person who owns a direct or indirect interest in the Company has failed to disclose his/her interests to the Company, exercise any powers to freeze or in any other manner impair the rights attaching to the shares held by such person.

Article no.	Proposed amendments to the existing Articles
Article <del>32</del> 47	<p>A holder of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) ...</p> <p>(2) <del>in person or by proxy, to request, convene, preside over, participate or appoint a shareholder proxy to participate at the shareholders' general meeting, to attend and to speak and exercise the corresponding voting rights (excluding those who shall abstain from voting as required by the relevant laws and rules of the State and the place where the securities of the Company may be listed) vote at the meeting according to law;</del></p> <p>(3) ...</p> <p>(5) to receive information in accordance with provisions of the Articles of Association, including:</p> <p><del>(i)a:</del> the Articles of Association upon payment of the cost thereof;</p> <p><del>(ii)b:</del> upon payment of reasonable charges, be entitled to inspect and copy:</p> <p><del>(i) all parts of the register of shareholders;</del></p> <p><del>(ii) — personal particulars of the directors, supervisors, managers and other senior management officers of the Company, including:</del></p> <p><del>(a) — present and former names and aliases;</del></p> <p><del>(b) — principal address (domicile);</del></p> <p><del>(c) — nationality;</del></p>

Article no.	Proposed amendments to the existing Articles
	<p>(d) <del>full-time occupation and all other part-time occupations or positions;</del></p> <p>(e) <del>identification document and the number thereof.</del></p> <p>(iii) the share capital of the Company <u>and;</u></p> <p>(iv) <del>a report on the total nominal value, number, highest and lowest prices and all payments made by the Company in respect of each class of its shares repurchased since the last financial year;</del></p> <p>(v) minutes of shareholders' meetings;<u>;</u></p> <p>(iii) <u>to consult the relevant information as mentioned in the preceding article or request the relevant materials, a shareholder shall provide the Company with written documents proving the class and number of shares of the Company held by it, and the Company shall provide the information or materials as requested after verifying the shareholder's identity.</u></p>
(6)	...
(7)	<p>(a) The shareholders shall be entitled to appeal to the People's Court to declare any resolution passed at the shareholders' general meeting or board of directors meeting of the Company which breached the laws or administrative regulations null and void.</p> <p>The shareholders shall be entitled to appeal to the People's Court to revoke any resolution passed at shareholders' general meeting or board of directors meeting where its procedures for convention and manner of voting had breached the laws, administrative regulations or the Articles of Association within sixty days of the passing of such resolution.</p>

**Article no.                      Proposed amendments to the existing Articles**

(b) Where a director or senior management officer violated the laws, administrative regulations and the Articles of Association of the Company in exercising their duties and caused damage to the Company, the shareholder(s) individually or in aggregate holding one percent~~1%~~ or more of the total shares of the company for more than one hundred and eighty consecutive days may request the supervisory committee in writing to initiate a lawsuit in the People’s Court. If the supervisory committee violated the laws, administrative regulations and the Articles of Association of the Company in exercising their duties and caused damage to the Company, the shareholder(s) may request the board of directors in writing to initiate a lawsuit in the People’s Court.

If the supervisory committee, or the board of directors refuses to initiate a lawsuit after it receives a written request as mentioned in the preceding paragraph, or if it fails to initiate a lawsuit within thirty days after it receives the request, or if, in case of emergency, the failure to initiate a lawsuit immediately will cause irrevocable damage to the interests of the Company, the shareholder(s) as mentioned in the preceding paragraph may, on their own behalf, directly initiate a lawsuit in the People’s Court.

In case the legitimate rights and interests of the Company are impaired by other parties and losses are caused to the Company, the shareholders as mentioned in sub-paragraph (1) of this paragraph may initiate a lawsuit in the People’s Court under the provisions of the preceding two sub-paragraphs.

(c) Where any director or senior management officers violated the laws, administrative regulations and the Articles of Association of the Company and caused damage to the shareholders, the shareholders may initiate a lawsuit in the People’s Court;

(8) ...

Article 3348

A holder of ordinary share(s) of the Company shall undertake the following obligations:

**Article no.                      Proposed amendments to the existing Articles**

(1) ...

(3) not to abuse its rights to prejudice the interests of the Company or other shareholders and not to abuse the status of the Company as an independent legal person and the limited liability of a shareholder to prejudice the interests of the creditors of the Company;

(43) other obligations to be undertaken as provided by the laws, administrative regulations and the Articles of Association,

Except for the terms agreed by the share subscriber at the time of share subscription, a shareholder shall not be liable for any subsequent increase of capital.

**Article 3449**

Save for the obligations required under the laws, administrative regulations or the listing rules of a stock exchange on which the shares of the Company are listed, ~~in exercising its rights as a shareholder, a controlling shareholder, de facto controller, shall not exercise his/her voting rights to make the following decisions which would prejudice the interests of all or some of the shareholders:~~

~~(1) to exempt the directors or supervisors from the obligation to act in good faith in the best interests of the Company;~~

~~(2) to authorize the directors, or supervisors or senior management shall not use their relationship to cause damage to the Company's interests. Persons who violate the aforesaid provisions and cause the Company to suffer losses shall be liable for damages (in the interests of himself/herself or themselves or other persons) to deprive the Company in any manner of its assets, including but not limited to any opportunities beneficial to the Company;~~

Article no.	Proposed amendments to the existing Articles
	<p><del>(3) to authorize the directors or supervisors (in the interests of himself/herself or themselves or other persons) to deprive the personal rights of other shareholders, including but not limited to any entitlement to distribution or voting rights but excluding a reorganization of the Company submitted to and passed at a shareholders' general meeting pursuant to the Articles of Association.</del></p>
Article <u>3752</u>	<p>The shareholders' general meeting shall exercise the following powers:</p> <p>(1) ...</p> <p>(8) to review and approve the following matters in relation to guarantees of the Company:</p> <p><del>(a)</del><u>(1)</u> any guarantees provided after the total amount of external guarantees provided by the Company and the subsidiaries controlled by the Company had reached or exceeded <u>fifty percent</u> <del>50%</del> of the latest audited net assets;</p> <p><del>(b)</del><u>(2)</u> any guarantees provided after the total amount of external guarantees provided by the Company had reached or exceeded <u>twenty-five percent</u> <del>25%</del> of the latest audited total assets;</p> <p><del>(c)</del><u>(3)</u> any guarantees provided to companies with an assets-liability ratio exceeding <u>seventy percent</u> <del>70%</del>;</p> <p><del>(d)</del><u>(4)</u> any guarantee of which the total amount exceeds <u>ten percent</u> <del>10%</del> of the latest audited net assets;</p> <p><del>(e)</del><u>(5)</u> any guarantee provided to the shareholders, de facto controllers and their related parties;:-</p> <p>(9) to review matters in relation to the purchase or sale of significant assets of which the total amount in one year exceeds <u>twenty-five percent</u> <del>25%</del> of the latest audited total assets of the Company;</p> <p>(10) ...</p>

Article no.	Proposed amendments to the existing Articles
Article 53	<del>Without the prior approval of the shareholders' general meeting, the Company shall not enter into any contract with persons other than a director, supervisor, manager or other senior management officers whereby the management of all or substantial parts of the business of the Company shall be vested in such contracting person(s).</del>
Article <u>3854</u>	<p>Shareholders' general meetings shall be classified as annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual general meetings shall be convened once every year and be held within six months after the end of the preceding financial year.</p> <p>Upon the occurrence of any of the following events, the board of directors shall convene an extraordinary general meeting within two months thereof:</p> <ol style="list-style-type: none"><li>(1) the number of directors falls below the number provided by the Company Law or less than two-thirds of the number required by the Articles of Association;</li><li>(2) the losses of the Company which have not been made up amount to one-third of the total <u>paid-in</u> share capital of the Company;</li><li>(3) shareholders separately or aggregately holding ten per cent. or more of the issued shares of the Company vested with voting rights request in writing to convene an extraordinary general meeting;</li><li>(4) whenever the board of directors considers it necessary, or the supervisory committee proposes to convene the same;</li><li>(5) ...</li></ol>
Article <u>3955</u>	<p>A shareholders' annual general meeting shall be convened by notifying the shareholders of the time, place of the meeting to be held and the matters to be considered <del>in writing or in other forms specified in the Articles of Association</del> by <u>not less than twenty-one days</u> <del>twenty working days (and not less than twenty-one days)</del> prior to the date of the meeting. A shareholders' extraordinary general meeting shall be convened by notifying the shareholders <del>in writing or in other forms specified in the Articles of Association</del> by <u>not less than fifteen days</u> <del>fifteen working days</del> prior to the date of the meeting.</p>

Article no.	Proposed amendments to the existing Articles
	<p>To calculate the time of the issue of notice, the day of the meeting and the day of issue of notice shall be excluded.</p> <p>The day of the issue of the notice in accordance with this article shall be the day on which the Company or the share registrar appointed by the Company deliver such notice to the post office.</p> <p><u>If the relevant laws and regulations of the PRC and the place where the Company's securities are listed have stipulated otherwise, such provisions shall prevail.</u></p>
Article <u>4056</u>	<p>When the Company convenes a shareholders' general meeting, shareholder(s) individually or jointly holding <u>three percent</u> <del>3%</del> or more of the Company's shares can make a provisional motion in writing to the board of directors ten days before the date of shareholders' general meeting. The board of directors shall notify other shareholders within two days after the receipt of such proposal and table the provisional motion to the shareholders' general meeting for consideration. The Company shall include those motions falling within the scope of responsibility of the shareholders' general meeting into the agenda of such meeting.</p>
Article <u>4157</u>	<p>No resolution shall be passed at a shareholders' general meeting on any matter which is not set out in the notice referred to in Article <u>4255</u> and Article <u>4356</u> herein. A shareholders' extraordinary general meeting shall not resolve any matters which have not been specified in the notice of meeting.</p>
Article <u>4258</u>	<p>A notice of shareholders' general meeting shall <del>include</del><u>satisfy</u> the following requirements:</p> <ol style="list-style-type: none"><li data-bbox="528 1534 727 1566">(1) <del>in writing;</del></li><li data-bbox="528 1604 1238 1636">(12) <del>specify</del> the place, the date and the time of the meeting;</li><li data-bbox="528 1674 1198 1704">(23) <del>state the business</del> <u>for consideration</u> <del>to be transacted;</del></li></ol>

Article no.	Proposed amendments to the existing Articles
	<p>(4) <del>provide the shareholders with all such information and explanation which are necessary for the shareholders to make a prudent decision on the business to be transacted, which shall include (but not limited to) the provision of concrete terms and contract (if any) of the proposed transaction together with a detailed explanation of the causes and consequences thereof in the event of the Company proposes a merger, repurchase of its shares, a restructuring of share capital or any other manners of reorganisation;</del></p> <p>(5) <del>if any of the directors, supervisors, manager and other senior management officers is materially interested in matters to be discussed, he/she shall disclose the nature and the extent of such interest; if the effect of the matters to be discussed on such director, supervisor, manager or senior management officers as a shareholder differs from that of the other shareholders of the same class, such differences shall be specified;</del></p> <p>(36) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(47) expressly specify in writing that the shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more proxy to attend the meeting in his/her stead and to vote thereat and such proxy does not need be a shareholder;</p> <p>(58) specify the time and place for the delivery of the instrument for appointing proxy to vote at the meeting;</p> <p>(69) specify the equity registration date for shareholders having the right to attend the shareholders' general meeting.</p>
Article <del>43</del> <u>59</u>	Notice of shareholders' general meeting shall be served on the shareholders (whether vested with voting rights at the shareholders' general meeting or not) <u>in accordance with Article 151</u> <del>by personal delivery or by facsimile or by prepaid post at the address recorded in the register of shareholders. In respect of holders of domestic shares, notice of shareholders' general meeting may also be served by way of announcement.</del>

Article no.	Proposed amendments to the existing Articles
Article <del>456</del> <sup>1</sup>	<p data-bbox="528 327 1374 629"><del>The laws and regulations of the State and the place where the Company's securities are listed shall apply to the extent that they provide otherwise. Notice of shareholders' general meeting served on the holders of overseas-listed foreign shares may be published through the designated websites of the Hong Kong Stock Exchange and the Company. Once the announcement has been published, all holders of overseas-listed foreign shares shall be deemed to have received notice of the shareholders' meeting.</del></p> <p data-bbox="528 676 1374 902">Any shareholder who is entitled to attend a shareholders' meeting and to vote thereat shall have the right to appoint a person or several persons (whether a shareholder or not) as his/her proxies to attend the same and vote thereat on his/her behalf. Such proxy or proxies may exercise the following rights pursuant to the appointment made by the appointing shareholder:</p> <ol data-bbox="528 949 1374 1332" style="list-style-type: none"><li data-bbox="528 949 1374 1023">(1) <del>the rights</del> of such shareholder <del>to speak</del> at the shareholders' general meeting <u>(including;</u></li><li data-bbox="528 1066 1374 1140">(2) <del>to act on his/her own or join with other persons to demand for a poll;</del></li><li data-bbox="528 1183 1374 1332">(3) <del>to exercise the right to vote and speak within the scope of authorization by a show of hands or by poll;</del> however, if there are more than one proxies appointed, such proxies shall only exercise the right to vote on a poll).</li></ol>
Article <del>466</del> <sup>2</sup>	<p data-bbox="528 1378 1374 1453"><u>The proxy form issued by a shareholder to appoint a proxy to attend any shareholders' general meeting shall contain the following:</u></p> <ol data-bbox="528 1495 1374 1806" style="list-style-type: none"><li data-bbox="528 1495 1374 1527">(1) <u>name of the proxy;</u></li><li data-bbox="528 1570 1374 1602">(2) <u>the number of shares of the principal represented by the proxy;</u></li><li data-bbox="528 1644 1374 1676">(3) <u>whether the proxy has voting rights;</u></li><li data-bbox="528 1719 1374 1806">(4) <u>indication of consent, objection or abstention concerning the proposals to be resolved on the agenda of the general meeting;</u></li></ol>

**Article no.                      Proposed amendments to the existing Articles**

(5) the date of signing of the instrument and term of validity.

The proxy form~~A shareholder shall appoint his/her proxy in writing which shall be signed by the appointor or an attorney authorised by him/her for such purpose in writing; if the appointor is a legal person, the same shall be affixed with the seal of such legal person, or signed by its directors or a duly authorised representative.~~

~~Such instrument for appointment of proxy shall contain the number of shares which the proxy represents. If more than one proxies are appointed, the instrument shall specify the number of shares that each proxy represents.~~

**Article 4763**

An instrument appointing a proxy shall be deposited at least 24 hours prior to the commencement of the relevant meeting at which the proxy is appointed to vote or 24 hours before the time appointed for voting at the registered address of the Company or such other place as the notice of meeting may specify. If the instrument appointing a proxy has been signed by a person authorised by the appointor, the power of attorney or other instruments of authorization shall be notarised. The power of attorney or other instruments of authorisation so notarised together with the proxy form shall be deposited at the registered address of the Company or such other place as the notice of meeting may specify.

In the event that the appointor is a legal person, such shareholder may appoint by its legal representative or the person authorised by the board of directors or other governing body of such appointor as a representative to attend the shareholders' meetings of the Company and to exercise the rights under Article 61 of the appointor (including the right to attend, speak and vote (as instructed in accordance with the instrument)). Where a legal person is so represented, it shall be treated as being present at the meeting in person.

Article no.	Proposed amendments to the existing Articles
	<p>In the event that such shareholder of the Company is a recognized Clearing House as defined by the relevant ordinances as promulgated by Hong Kong laws from time to time, or its nominee, it may appoint one or more proxies it considers appropriate to attend any shareholders' general meeting, class meeting and creditors' meeting of the Company on its behalf. If more than proxies are authorized, the authorization letters to appoint such proxy (or proxies) shall set out the number and class of shares the each of such proxies is authorized for. The person (or persons) so authorized is (are) entitled to exercise the right (including the right to attend, speak and vote <u>(as instructed in accordance with the instrument)</u>) of and on behalf of the Clearing House (or its nominee) as if such person is an individual shareholder of the Company.</p>
Article 65	<p><del>Notwithstanding the death or incapacity of the appointor, or the revocation of the appointment or revocation of the authority under which the appointing instrument is signed, or the relevant shares have been transferred, a vote given by such proxy pursuant to the instrument of appointment shall still be valid provided that no notice in writing in respect of the events mentioned above has been received by the Company prior to the commencement of the relevant meeting.</del></p>
Article <u>4966</u>	<p>Resolutions of shareholders' general meetings shall be classified as ordinary resolutions and special resolutions.</p> <p>An ordinary resolution of a shareholders' general meeting shall be passed by more than one half of the voting rights held by the shareholders (including their proxies) who are present at the shareholders' general meeting.</p> <p>A special resolution of a shareholders' general meeting shall be passed by more than two thirds of the voting rights held by the shareholders (including their proxies) who are present at the shareholders' general meeting.</p> <p><u>If the issued share capital of the Company consists of different classes of shares, any change to the rights attached to the class of shares shall be passed by more than two-thirds of the voting rights present at the general meeting of such class of shares. For the avoidance of doubt, for the purpose of this paragraph, domestic shares and H shares are of the same class of ordinary shares.</u></p>

Article no.	Proposed amendments to the existing Articles
Article <del>50</del> 67	<p>A shareholder (including proxy) may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote. However, the voting shall be in compliance with <u>abstaining provisions</u>, any of privileges or restrictions attached to <del>any</del> voting rights <u>prescribed by the relevant laws and rules of the State and the place where the securities of the Company are listed, or any other requirements under</u> <del>of any classes of shares and the applicable laws, regulations and the Articles of Association of the Company.</del></p> <p>According to the <u>Hong Kong Stock Exchange Listing Rules</u> <del>Listing Rules</del>, if a shareholder is required to abstain from voting at or is required to vote against a resolution, such votes casted by the shareholder or its proxy shall not be calculated if the requirement or restriction in the preceding paragraph his violated.</p>
Article 68	<p><del>Unless a poll is demanded by the following persons prior to or after a show of hands, at any shareholders' general meeting a resolution shall be decided by a show of hands:</del></p> <ol style="list-style-type: none"><li><del>(1) — chairman of the meeting;</del></li><li><del>(2) — at least two shareholders or proxies vested with voting rights;</del></li><li><del>(3) — a shareholder or shareholders (including proxy or proxies) who individually or in aggregate hold(s) 10 per cent or more of shares vested with voting rights at such meeting.</del></li></ol> <p><del>Unless a poll is demanded, the declaration by the chairman of the meeting as to the result of the voting on a resolution by a show of hands and the entering of the same into the minutes book of the meeting shall be the conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.</del></p> <p><del>Any demand for a poll may be withdrawn by the person making such demand.</del></p>

Article no.	Proposed amendments to the existing Articles
Article 69	<p>If a poll is demanded for resolving the election of the chairman or the adjournment of the meeting, the same shall be taken immediately; in respect of a poll demanded for other matters, the time for such a poll shall be decided by the chairman of the meeting and other business may be proceeded with at the meeting. The result of such a poll shall still be deemed as a resolution passed at the meeting.</p>
Article 70	<p>On a poll taken at a meeting, shareholders (including their proxies) who are entitled to two votes or more are not required to cast all their votes in favour of or against a resolution.</p>
Article 72	<p>In the event of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second vote.</p>
Article <del>52</del> <sup>73</sup>	<p>The following matters shall be passed by ordinary resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"><li>(1) ...</li><li>(5) matters other than those required <u>by the relevant laws and rules of the State and the place where the securities of the Company are listed, or required</u> to be passed by special resolution at a shareholders' general meeting as stipulated by <del>laws, administrative regulations or</del> the Articles of Association.</li></ol>
Article <del>53</del> <sup>74</sup>	<p>The following matters shall be passed by special resolution at the shareholders' general meeting:</p> <ol style="list-style-type: none"><li>(1) ...</li><li>(7) other matters which are <u>required by the relevant laws and rules of the State and the place where the securities of the Company are listed, or</u> resolved by ordinary resolutions at shareholders' general meeting to be of material effect to the Company or are required by the Articles of Association to be passed by special resolutions.</li></ol>

Article no.	Proposed amendments to the existing Articles
Article 75	<p>Shareholders who request to convene an extraordinary general meeting or a class shareholders' meeting shall follow the procedures below:</p> <p>(1) <del>Shareholder(s) who hold(s) individually or in aggregate ten per cent or more of the shares vested with voting rights in such a meeting may sign one or several written requisitions in the same form requesting the board of directors to convene an extraordinary general meeting or a class shareholders' meeting, and specifying and adding a resolution to the meeting. Upon receipt of the said written requisitions, the board of directors shall convene an extraordinary general meeting or a class shareholders' meeting as soon as possible. The calculation of the number of shares held as aforesaid shall be made as at the date of the written requisitions.</del></p> <p>(2) <del>If the board of directors fails to give notice of meeting within thirty days of the receipt of the aforesaid written requisitions, the shareholders making such requests may convene a meeting within four months of the receipt of the said requisitions by the board of directors. The procedure for convening the meeting shall, as far as possible, be the same as those for convening a shareholders' meeting by the board of directors.</del></p> <p>All reasonable expenses incurred in convening and holding a meeting by the shareholders as a result of the failure of the board of directors to convene such meeting upon the aforesaid requisitions shall be borne by the Company and the same shall be deducted from outstanding payments due to the directors who are in default.</p>
Article <del>5577</del>	<p>The chairman of the meeting shall be responsible for determining whether a resolution of the shareholders' general meeting is passed or not and his/her determination shall be final and the same shall be <del>announced at the meeting and entered into the minutes of the meeting.</del></p>
Article 80	<p>A shareholder shall be entitled to inspect copies of minutes of meeting(s) free of charge during office hours of the Company. Upon the request of any shareholder for a copy of the relevant minutes of meeting, the Company shall send out the copy of the minutes so requested within seven days of the receipt of the reasonable payment therefore.</p>

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
Article <u>6798</u>	<p>The directors shall be elected at the shareholders' general meeting and their term of office shall be three years. Upon the expiry of the term, a director shall be eligible for re-election. The term of office of a director starts from the date of the passing of resolution at the shareholders' general meeting and ends on the date when the term of the current session of the board of directors expires.</p> <p>Except for retiring directors and director candidates proposed by the board of directors, starting from the second day after the dispatch of the notice of the meeting appointed for election of director(s), a shareholder is entitled to lodge a notice in writing to the Company to nominate directors and the period (during which the candidate is required to issue a notice to the Company acknowledging his/her intention to be elected) for lodgment of such notice shall be seven days. In any event, the aforesaid period shall end seven days before the date of such meeting.</p> <p>Chairman of the board of directors shall be elected and removed by more than half of the directors and his/her terms of office shall be three years and he/she is eligible for re-election.</p> <p><del>Subject to compliance with the relevant laws and administrative regulations, any director whose term of office has not expired may be removed by an ordinary resolution of a shareholders' general meeting (but without prejudice to any claim for compensation by the director pursuant to any contract).</del></p> <p>Directors need not be shareholders of the Company.</p>
Article <u>6899</u>	<p>When making decisions on major issues in production and operation, the board of directors shall seek the advice from the Party Committee in advance. The board of directors is the decision-making body of the Company, and is responsible for formulating the Company's strategies, making decisions and preventing risks and shall be accountable to the shareholders' general meeting and the board of directors shall have the following duties and powers:</p> <p>(1) ...</p>

Article no.	Proposed amendments to the existing Articles
	(15) to formulate proposal for merger, division, change of <u>corporate</u> form, or dissolution and liquidation of the Company;
	(16) ...
	(17) <u>to decide</u> to appoint or dismiss the senior management officers of the Company such as the manager, deputy manager, general legal counsel or the officers and to appoint or dismiss the secretary of the board of directors according to the nomination of the chairman of the board of directors and to determine the business performance assessment and remuneration of the Company's senior management officers according to relevant regulations;
	(18) ...
	(26) to perform other functions as authorized by shareholders' general meeting and the Articles of Association <u>of the Company.</u>

Except the resolutions provided for in paragraphs (11), (15) and (22) which require more than two-thirds approval of the directors, the remaining resolutions on other matters as contained in the preceding paragraph shall be passed by a simple majority of the directors. The board of directors shall perform its duties in accordance with the laws, administrative regulations, listing rules of the stock exchange the place where the Company's shares securities are listed, the Articles of Association of the Company and the resolutions of the shareholders.

Article ~~69~~100 Subject to the relevant laws and administrative regulations, the shareholders are Company is entitled to dismiss any directors before expiry of their terms of office (including the chairman or other executive directors, but without prejudice to any compensation claimed by the director on the basis of the contract). ~~However, the shareholders' general meeting shall not dismiss such directors without reasons.~~

Article ~~107~~6 Notices convening meetings and extraordinary meetings of the board of directors shall be given in the manner set forth in Article 153 ~~by way of telephone, email, post, facsimile or announcement.~~ The time limit for such notice shall be ten days prior to the meeting. The laws and regulations of the State and the place where the Company's securities are listed shall apply to the extent that they provide otherwise.

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
Article <del>78</del> <sup>109</sup>	<p>Meetings of the board of directors shall only be held with not less than one-half of the directors present at the meeting.</p> <p>Each director shall have one vote. <del>Except as provided in Article 99 of the Articles of Association, the resolutions of the board of directors shall only be passed with a simple majority of all the directors.</del></p> <p>A written resolution signed by all directors shall be deemed to be of the same validity as a resolution passed at a meeting of the board of directors duly convened, and may consist of several documents in the like form each executed by one or more directors. A resolution which is signed by a director or contains the name of the director and delivered by telegraph, telex, post, facsimile or by personal delivery to the Company shall be treated as a document signed by him/her for the purpose of this Article.</p>
Article <del>81</del> <sup>101</sup>	<p>The board of directors shall keep minutes of its decisions on the matters considered at the meetings. The minutes of meetings shall be signed by the directors attending the meeting and the person taking minutes. The directors shall be responsible for the resolutions of the board of directors. Where a resolution of the board of directors is in violation of laws, administrative regulations or the Articles of Association of the Company, the directors voting in favour of such resolution shall be directly liable. However, where a director voting against such resolution who can prove that he/she expressed his/her opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, the director may be relieved from such liability. The directors who abstain from voting or did not attend the meeting nor appoint representative to attend the meeting shall not be relieved from such liability. The directors who expressed the opposition to such resolution during discussion but did not vote against the resolution shall not be relieved from such liability. The board of directors shall make complete records of the matters and the resolutions considered in the meeting. The secretary to the board of directors shall organize the minutes and the matters considered in the meeting, sign on the resolutions and bear responsibility for the accuracy of such records.</p>

**Article no. Proposed amendments to the existing Articles**

The opinions of the independent directors shall be stated in the resolutions of the board of directors. The related parties transaction of the Company shall only be effective upon signature of the independent directors.

If any director has associated relationship with the enterprises involved in any resolution proposed at a meeting of the board of directors, such director shall not exercise voting rights on the resolution or on behalf of other directors. Such meeting of the board of directors shall not be held unless attended by a majority of directors having no interest in such matter, and any resolution made thereon shall be subject to affirmative votes of a majority of directors having no interest in such matter. Where there are less than three directors having no interest in such matter attend the meeting, the matter shall be submitted to the shareholders' general meeting of the listed company for consideration and approval.

Article ~~811~~56 The Company shall appoint a secretary to the board of directors<sub>2</sub>, who shall be responsible for the preparation of the shareholders' general meeting and the meetings of. ~~The secretary to the board of directors, keeping of documents, and shall be a senior management of shareholders' information of the Company and handling matters such as information disclosure the Company.~~

Article ~~911~~22 When making decisions on major issues in production and operation, the management of the Company shall seek advice from the Party Committee in advance. The management of the Company is the execution body of the Company and shall perform the duties of operation planning, implementation monitoring and management strengthening.

The manager of the Company shall be responsible to the board of directors and shall perform the following functions:

- (1) ...
- (5) to formulate specific basic rules and regulations of the Company;
- (6) ...

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
	(7) <del>to decide</del> to appoint or dismiss <u>responsible</u> management staff other than those to be appointed or dismissed by the board of directors <del>in accordance with relevant requirements;</del>
	(8) ...
	The deputy managers and the officers in charge of financial matters shall assist the manager and be accountable to the manager.
Article <del>91256</del>	The supervisory committee shall comprise five supervisors including one shareholder representative, two staff representatives and two independent supervisors. The term of office of the supervisor shall be three years <u>for each session</u> , and the supervisors shall be eligible for re-election.

Article no.	Proposed amendments to the existing Articles
Article <del>91309</del>	<p>The supervisory committee shall be accountable to the shareholders' general meeting and shall carry out the following duties and powers in accordance with laws:</p> <ol style="list-style-type: none"><li>(1) ...</li><li>(2) to supervise the acts of the directors, manager and other senior management officers of the Company who have contravened the laws, administrative regulations or the Articles of Association <u>or resolutions of shareholders' general meeting</u> in carrying out their duties of the Company;</li><li>(3) to request the directors, manager <del>or</del> and other senior management officers of the Company to rectify their acts which have prejudiced the interests of the Company;</li><li>(4) ...</li></ol> <p>The supervisors <u>may</u> <del>shall have the right to</del> observe meetings of the board of directors.</p>
Article <del>10031</del>	<p>When convening the meeting of the supervisory committee of the Company, if the supervisors have proper reasons, they have the right to require the chairman to convene an extraordinary meeting of the supervisory committee. The notice of each meeting shall be given <u>in the manner specified in Article 154 at least ten days</u> <del>by telephone or facsimile ten days</del> prior to the meeting. Such notice shall include the date and venue of the meeting, the <u>time</u> <del>duration</del> of the meeting, the topic of the meeting and the date of issue of the notice.</p> <p>The meetings of the supervisory committee shall be convened if more than one half of the total number of the supervisors attend the meeting. The meeting shall be voted with names and each supervisor shall have one vote. <del>In the event of equality of votes in favour or against a resolution, the chairman of the supervisory committee shall have an additional vote.</del> The supervisor shall attend the meeting in person. If the supervisor cannot attend the meeting, he/she may appoint in writing another supervisor to attend the meeting on his/her behalf, and the instrument of appointment shall state the scope of the authorization.</p>

Article no.	Proposed amendments to the existing Articles
Article <del>107</del> 38	<p data-bbox="528 331 1374 566">Both the resolutions of the regular meetings and the extraordinary meetings of the supervisory committee are the resolutions of the supervisory committee and shall be passed by more than one half of the total number of the supervisors. <u>In the event of equality of votes in favour or against a resolution, the chairman of the supervisory committee shall have an additional vote.</u></p> <p data-bbox="528 612 1374 725">The occurrence of any one of the following events shall disqualify a person from being a director, supervisor, manager or other senior management officers of the Company:</p> <ol data-bbox="528 772 1374 1208" style="list-style-type: none"><li data-bbox="528 772 635 804">(1) ...</li><li data-bbox="528 853 1374 1129">(2) being convicted of committing corruption, bribery, misappropriation or embezzlement of properties or violating social and economic order, and not more than five years have elapsed since the expiration of the enforcement of the punishment; or being deprived of political rights due to conviction and not more than five years have elapsed since the expiration of the enforcement period;</li><li data-bbox="528 1176 635 1208">(3) ...</li></ol>
Article 142	<p data-bbox="528 1257 1374 1449">Any election, appointment or hiring of directors, supervisors, <u>the manager or other</u> senior management officers that is in breach of this Article will be void. Any directors, supervisors, <u>the manager or other</u> senior management officers who fall within the circumstances set out in paragraph 1 of this Article during their terms of service shall be removed by the Company.</p> <p data-bbox="528 1498 1374 1732"><del>In performing his/her duties, a director, supervisor, manager and other senior management officer of the Company shall observe the fiduciary principle and shall not put himself/herself in a position where his/her personal interests and the obligations undertaken may conflict. Such principle shall include (but not limited to) the undertaking of the following obligations:</del></p> <ol data-bbox="528 1779 1206 1808" style="list-style-type: none"><li data-bbox="528 1779 1206 1808">(1) <del>to act honestly in the best interests of the Company;</del></li></ol>

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
	<del>(2) to exercise powers within, and not to exceed the scope of, his/her authority;</del>
	<del>(3) to exercise the discretionary power vested in him/her personally and not to be manipulated by others; no discretionary powers shall be transferred to other persons without the permission of laws or administrative regulations or the informed consent of the shareholders' general meeting;</del>
	<del>(4) to treat the shareholders of the same class equally and to be fair to the shareholders of different classes;</del>
	<del>(5) unless otherwise provided in the Articles of Association or with the approval granted with the informed consent of the shareholders' general meeting, no contract, transaction or arrangement shall be entered into with the Company;</del>
	<del>(6) no property of the Company shall be used in any manner for personal benefit without the informed consent of the shareholders' general meeting;</del>
	<del>(7) not to use his/her authority to accept bribes or other unlawful income and not to deprive the Company in any manner of its property, including (but not limited to) opportunities beneficial to the Company;</del>
	<del>(8) not to accept commission in connection with the transactions of the Company without the informed consent of the shareholders' general meeting;</del>
	<del>(9) to observe the Articles of Association, to perform his/her duties faithfully, to protect the interests of the Company, and not to obtain personal benefits by using his/her position and authority in the Company;</del>
	<del>(10) not to compete in any way with the Company without the informed consent of the shareholders' general meeting;</del>

Article no.	Proposed amendments to the existing Articles
	<p data-bbox="528 331 1374 566">(11) <del>not to embezzle the funds of the Company or to lend the funds of the Company to others; not to deposit the assets of the Company in accounts opened under his/her own name or the name of other persons; not to use the assets of the Company as security for the liabilities of the shareholders of the Company or other personal liabilities;</del></p> <p data-bbox="528 612 1374 885">(12) <del>unless otherwise permitted by informed consent of the shareholders' general meeting, no confidential information of the Company acquired during his/her term of office shall be disclosed; unless the objective is serving the interests of the Company, no such information shall be used; however, such information may be disclosed to a court of law or other governmental supervisory authorities under the following situations:</del></p> <p data-bbox="603 932 1102 963">(a) <del>disclosure is provided under the law;</del></p> <p data-bbox="603 1010 1182 1042">(b) <del>disclosure is required in the public interest;</del></p> <p data-bbox="603 1089 1374 1164">(c) <del>disclosure is required in the interests of such director, supervisor, manager and other senior management officers.</del></p>
Article 143	<p data-bbox="528 1215 1374 1368">A director, supervisor, manager and other senior management officers of the Company shall not instruct the following persons or bodies (“related persons”) to do such acts which such director, supervisor, manager and other senior management officers are prohibited from doing:</p> <p data-bbox="528 1415 1374 1489">(1) <del>the spouse or minor children of a director, supervisor, manager and other senior management officers of the Company;</del></p> <p data-bbox="528 1536 1374 1647">(2) <del>the trustee of a director, supervisor, manager and other senior management officers of the Company or of the persons mentioned in paragraph (1) of this Article;</del></p> <p data-bbox="528 1693 1374 1808">(3) <del>the partner of a director, supervisor, manager and other senior management officers of the Company or of the persons mentioned in paragraphs (1) and (2) of this Article;</del></p>

Article no.	Proposed amendments to the existing Articles
	<p>(4) <del>companies actually and solely controlled by a director, supervisor, manager, and other senior management officers of the Company, or companies actually and jointly controlled with the persons referred to in paragraphs (1), (2) and (3) of this Article or other directors, supervisors, manager, vice manager and other senior management officers of the Company;</del></p> <p>(5) <del>the director, supervisor, manager and other senior management officers of a company being controlled as mentioned in paragraph (4) of this Article.</del></p>
Article 145	<p><del>The liability of a director, supervisor, manager and other senior management officers of the Company in respect of the breach of certain substantive obligations may be discharged by an ordinary resolution with full disclosure in the shareholders' general meeting except for the circumstances provided in Article 49 of the Articles of Association.</del></p>
Article 147	<p><del>If a director, a supervisor, the manager or other senior management officers of the Company gives a written notice to the board of directors before any contract, transaction or arrangement is first considered by the Company, stating that due to the contents of the notice he/she has an interest in such contract, transaction or arrangement that may subsequently be concluded by the Company, such director, supervisor, manager or other senior management officers of the Company shall be deemed for the purposes of the preceding article of this Chapter to have declared his/her interest, insofar as attributable to the scope stated in the notice.</del></p>
Article 148	<p><del>The Company shall not in any manner pay tax on behalf of any of its directors, supervisors, manager and other senior management officers.</del></p>
Article 149	<p><del>No loans or guarantees for loans shall be provided, directly or indirectly, by the Company to a director, supervisor, manager and other senior management officers of the Company and those of its parent company, nor shall such loans or guarantee for loans be provided to the related persons of the above-mentioned persons.</del></p>

Article no.	Proposed amendments to the existing Articles
	<p data-bbox="528 331 1372 400">The provisions of the preceding paragraph shall not apply to the following situations:</p> <ol data-bbox="528 453 1372 1087" style="list-style-type: none"><li data-bbox="528 453 1372 521">(1) <del>the Company provides loans or guarantee for loans to its subsidiaries;</del></li><li data-bbox="528 574 1372 804">(2) <del>the Company provides to a director, supervisor, manager and other senior management officers of the Company, pursuant to the employment contract approved in the shareholders' general meeting, loans or guarantees for loans or other payments to enable them to pay the expenses incurred for the purpose of the Company or in the course of performing their duties;</del></li><li data-bbox="528 857 1372 1087">(3) <del>if the normal scope of business of the Company includes the provision of loans and guarantees for loans, the Company may provide loans or guarantees for loans to the relevant director, supervisor, manager and other senior management officers and their related persons provided that the terms of such loans or guarantees for loans shall be on normal commercial terms.</del></li></ol>
Article 150	If the provision of a loan made by the Company is in breach of the provisions of the preceding Article, the recipient of the sum of money shall repay the same forthwith regardless the terms of such loan.
Article 151	<p data-bbox="528 1300 1372 1406">Guarantees for loans provided by the Company in contravention of the provisions of paragraph 1 of Article 149 shall be unenforceable against the Company except under the following situations:</p> <ol data-bbox="528 1459 1372 1727" style="list-style-type: none"><li data-bbox="528 1459 1372 1608">(1) <del>in providing loans to the related persons of a director, supervisor, manager and other senior management officers of the Company or those of its parent company, the person who has provided the loan has no knowledge of the contravention;</del></li><li data-bbox="528 1661 1372 1727">(2) <del>the security provided by the Company has been sold legally by the person who has provided the loan to a bona fide purchaser.</del></li></ol>

Article no.	Proposed amendments to the existing Articles
Article 152	<del>The guarantee referred to in the preceding Article shall include the assumption of obligations by the guarantor or the provision of property to secure the performance of obligations by the obligor.</del>
Article 153	<del>In the event that a director, supervisor, manager and any other senior management officers of the Company shall be in breach of his/her obligations to the Company, the Company shall be entitled to take the following measures apart from the various rights and remedies provided by laws and administrative regulations:</del> <ol style="list-style-type: none"><li><del>(1) to demand the relevant director, supervisor, manager and other senior management officer indemnify the losses sustained by the Company as a result of the dereliction of duties on his/her part;</del></li><li><del>(2) to revoke any contract or transaction made between the Company and the relevant director, supervisor, manager and other senior management officers and a contract or transaction made between the Company and a third party (if such third party knows or should have known that the director, supervisor, manager and other senior management officers representing the Company are in breach of the obligations to the Company);</del></li><li><del>(3) to demand the relevant director, supervisor, manager and other senior management officers to return the benefit received as a result of the breach of the obligations;</del></li><li><del>(4) to recover from the relevant director, supervisor, manager and other senior management officers the moneys including (but not limited to) commission accepted by them which should have been received by the Company;</del></li><li><del>(5) to demand the relevant director, supervisor, manager and other senior management officers to return the interest earned or that may be earned from the moneys which should have been payable to the Company;</del></li></ol>

Article no.	Proposed amendments to the existing Articles
Article 11545	<p data-bbox="528 331 1374 485"><del>(6) to initiate legal procedurals to demand the financial rewards earned through the violations of the obligations by the relevant director, supervisor, manager and other senior management officers be returned to the possession of Company.</del></p> <p data-bbox="528 534 1374 804">There shall be a provision in the contract in relation to remuneration made between the Company and a director or supervisor of the Company that the director or the supervisor of the Company shall be entitled to the compensation or other payments as a result of loss of office or retirement when the Company is to be taken over, provided that prior approval shall have been obtained at a shareholders' general meeting. A takeover of the Company referred to above shall mean one of the following situations:</p> <ol data-bbox="528 853 1374 1087" style="list-style-type: none"><li data-bbox="528 853 635 887">(1) ...</li><li data-bbox="528 938 1374 1087">(2) a takeover offer has been made by any person to enable the offer or to become the controlling shareholder. The meaning of "controlling shareholder" is the same as that defined in Article <u>3550</u> of the Articles of Association.</li></ol>
Article 11609	<p data-bbox="528 1417 1374 1613">The Company shall set up the financial, accounting, audit and legal counsel system of the Company in accordance with laws, administrative regulations and the provisions of the <u>financial department of the State Council</u><del>PRC accounting standards formulated by the financial supervisory authorities under the State Council.</del></p> <p data-bbox="528 1661 1374 1768">The Company shall reinforce rigid constraints for corporate financial, manage the survival of the fittest in market competition and consolidate its principle position on the market.</p>

Article no.	Proposed amendments to the existing Articles
Article <del>1260</del> <sup>1</sup>	<p>The Company shall prepare a financial report at the end of each financial year and the same shall be audited <u>by the accounting firm</u> in accordance with law.</p> <p>The financial year of the Company shall adopt the Gregorian calendar year system, i.e. from 1 January to 31 December on the Gregorian calendar.</p>
Article <del>1262</del> <sup>3</sup>	<p>The Company's financial statements <u>to be presented at annual general meeting</u> shall be made available at the Company twenty-one days before the date of every <del>shareholders'</del> annual general meeting for shareholders' inspection.</p> <p>Each shareholder shall be entitled to obtain a copy of the financial statements referred to in this chapter.</p> <p>The Company shall at least <u>send to shareholders</u> <del>deliver or send to each shareholder of the overseas listed foreign shares by prepaid mail</del> the copies of the report of board of directors, the balance sheet (including documents need to be provided by the applicable laws) and the profit and loss statement or income and expenditure statement (including the aforesaid financial statements) <u>in the manner specified in Article 151 of the Articles of Association of the Company</u> not later than twenty-one days before the date of the <u>annual shareholders'</u> general meeting; <del>and send or mail each shareholder of the foreign shares by no later than twenty-one days before the date of the shareholders' annual general meeting. The address of the addressee shall be those as recorded in the register of shareholders.</del></p>
Article <del>1265</del> <sup>6</sup>	<p>The Company shall announce two financial reports in each financial year, i.e. <del>t</del><u>The interim report shall be announced within sixty days after the first six months of a financial year and the annual financial report shall be announced within one hundred and twenty days after the end of the financial year.</u></p>

Article no.	Proposed amendments to the existing Articles
Article <del>126</del> <u>89</u>	<p>The Company may distribute dividends in the following forms (or in the two forms simultaneously):</p> <ol style="list-style-type: none"><li>(1) cash;</li><li>(2) shares.</li></ol> <p>The dividends and other payments paid by the Company to the domestic shareholders shall be calculated and declared in Renminbi and paid in Renminbi within three months after the declaration of the dividends; the dividends and other payments paid by the Company to holders of <u>H</u>foreign shares shall be calculated and declared in Renminbi and paid in foreign currency within three months after the declaration of the dividends. The exchange rate shall be calculated on the basis of the average closing price of Renminbi price of the relevant foreign currency announced by the People's Bank of China five business days prior to the distribution day of dividends and other distributions. The foreign currency paid to the holders of the <u>H</u>foreign shares shall be handled by the Company in accordance with the relevant foreign exchange regulations of the State. Upon authorization by the shareholders' general meeting, the board of directors may decide to distribute the interim dividends or bonus.</p> <p>The Company shall forfeit the uncashed dividends six years or later after the <u>payable declared</u>-day.</p>
Article <del>137</del> <u>12</u>	<p>The Company shall appoint receiving agents on behalf of the shareholders of <u>H</u>overseas-listed <del>foreign</del> shares. Receiving agents shall receive on behalf of the relevant shareholders the dividends distributed and other monies payable by the Company in respect of <u>H</u>overseas-listed <del>foreign</del> shares.</p> <p>The receiving agent which the Company appoints for the holders of <u>H</u>overseas-listed <del>foreign</del> shares listed on the Hong Kong Stock Exchange shall be a trust company registered in accordance with the Trustee Ordinance of Hong Kong.</p>

Article no.	Proposed amendments to the existing Articles
Article <del>1374</del> <u>5</u>	<p>The receiving agent appointed by the Company shall meet the relevant requirements provided by the laws <u>and rules</u> of the place <del>or of the stock exchange</del> where the <u>securities shares</u> of the Company may be listed.</p> <p>The Company shall appoint an independent accounting firm which shall meet the relevant requirements <u>provided by the laws and rules</u> of the State <u>and the place where the securities of the Company may be listed</u> to audit the annual financial report and <u>other related business</u> <del>to review other financial reports</del> of the Company.</p> <p><del>The first accounting firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.</del></p> <p><del>If the inaugural meeting fails to exercise its powers under the preceding paragraph, those powers shall be exercised by the board of directors.</del></p>
Article <del>1376</del> <u>7</u>	<p>The accounting firm appointed by the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"><li data-bbox="528 1176 1374 1325">(1) to inspect the books and accounts, records or evidence of the Company at any time and has the right to require directors, manager or other senior management officers of the Company to provide the relevant information and explanation;</li><li data-bbox="528 1378 635 1412">(2) ...</li><li data-bbox="528 1466 1374 1644">(3) <del>to attend meetings of shareholders and receive notice of meeting and other information related to such meeting which any shareholder is entitled to receive and speak at any meetings</del> of shareholders about the matters related to its being the accounting firm of the Company.</li></ol>
Article 181	<p><del>The decisions of the Company to appoint, dismiss or not to re-appoint an accounting firm shall be made at the shareholders' general meeting by an ordinary resolution and shall be filed with the securities supervisory authorities under the State Council.</del></p>

**Article no.                      Proposed amendments to the existing Articles**

~~Where a resolution is proposed to be passed at a shareholders' general meeting to appoint a firm other than an incumbent accounting firm to fill any vacant office of accounting firm, or to re-appoint an accounting firm who has been appointed by the board of directors to fill a vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following requirements shall be met:-~~

~~(1) — The relevant motion of appointment or removal shall be sent to the accounting firm proposed to be appointed or the accounting firm which intends to vacate its office or the accounting firm who has vacated from its office in the relevant financial year, before the notice of meeting of the shareholders' general meeting is issued to the shareholders. Vacating the office shall include leaving by removal, resignation or retirement.~~

~~(2) — If the accounting firm which is vacating its office makes a statement in writing and requests the Company to notify the shareholders of that statement, the Company shall, unless the written statement is received too late, take the following measures:-~~

~~(a) — to state in the notice given in respect of the resolution, the fact that the accounting firm which is vacating the office has made a statement;~~

~~(b) — to send a copy of the statement to shareholders who are entitled to receive notice of shareholders' meeting.~~

~~(3) — If the statement of the relevant accounting firm has not been sent in accordance with paragraph (2) of this Article, such accounting firm may request the representation be read at the meeting of shareholders and may make further complaint.~~

~~(4) — An accounting firm which is vacating its office shall be entitled to attend the following meetings:-~~

~~(a) — the shareholders' general meeting at which its term of office will expire;~~

Article no.	Proposed amendments to the existing Articles
	<p data-bbox="603 331 1372 400">(b) <del>the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and</del></p> <p data-bbox="603 442 1372 512">(c) <del>the shareholders' general meeting convened due to its resignation;</del></p>
	<p data-bbox="528 555 1372 704"><del>The accounting firm vacating its office shall be entitled to receive all notices or other relevant information of the said meetings, and speak at the said meetings in respect of the affairs in which it is involved as a former accounting firm of the Company.</del></p>
Article 14802	<p data-bbox="528 757 1372 991">When the Company dismisses or does not re-appoint an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to present its views at the shareholders' general meeting. Where the accounting firm resigns, it shall state in the shareholders' general meeting as to whether or not there are irregularities in the Company.</p> <p data-bbox="528 1034 1372 1225"><del>An accounting firm may resign by leaving a written notice of resignation at the legal address of the Company. The notice shall be effective on the date when the notice is left at the registered address of the Company or a later date specified in the notice. Such notice shall contain the following statements:</del></p> <p data-bbox="528 1278 1372 1395">(a) <del>a declaration to the effect that there are no circumstances connected with its resignation which it considers should be accounted for to the shareholders or creditors of the Company; or</del></p> <p data-bbox="528 1438 1372 1470">(b) <del>a statement of any circumstances which should be accounted for.</del></p> <p data-bbox="528 1523 1372 1830">When the Company receives the notice, it shall within fourteen days send a copy of the notice to the supervisory authorities. If the notice contains the statement mentioned in the aforesaid two items, a copy of the notice shall be kept by the Company at the registered address of the Company for the inspection by the shareholders. The Company shall also post a copy of the aforesaid representation to each shareholder of overseas listed foreign shares by prepaid post. The address of the recipient shall be the one recorded in the register of shareholders.</p>

Article no.	Proposed amendments to the existing Articles
	<p>When the notice of resignation of the accounting firm contains a statement that has to be accounted for, the accounting firm may request the board of directors to convene an extraordinary shareholders' meeting for the purpose of hearing the explanation of the circumstances connected with its resignation.</p>
Article 183	<p><del>A proposal for merger or division of the Company shall be proposed by the board of directors of the Company. After the same has been passed according to the procedures provided in the Articles of Association, the relevant application procedures for approval shall be completed according to law. Shareholders who object to the proposal for merger or division of the Company shall be entitled to demand that the Company or the shareholders who consent to the proposal for merger or division of the Company purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be compiled as a special document for inspection by the shareholders.</del></p> <p><del>The document mentioned above shall be delivered by post to the shareholders of overseas listed foreign shares listed in Hong Kong.</del></p>
Article 148 <u>14</u>	<p>The merger of the Company may take the two forms of merger by absorption and merger by formation of a new corporation.</p> <p>In the event of merger of the Company, the parties involved in the merger shall execute a merger agreement and prepare a balance sheet and a list of assets. The Company shall notify the creditors within ten days from the date of the merger resolution and shall make announcement in newspapers within thirty days thereof. The creditors shall, within 30 days after receipt of notice or within <del>forty-five</del><u>ninety</u> days of the announcement of any merger in the case of creditors that have not received notice, be entitled to demand repayment in full or a guarantee by the Company.</p> <p>After completion of the merger, the rights and obligations of loans of the parties involved in the merger shall be assumed by the company surviving the merger or the new company formed after the merger.</p>

<b>Article no.</b>	<b>Proposed amendments to the existing Articles</b>
Article <del>148</del> <u>25</u>	<p>In the event of a division of the Company, its assets shall be divided accordingly</p> <p>In the event of a division of the Company, the parties involved shall execute a division agreement and prepare the balance sheet and list of assets. The Company shall notify the creditors within ten days from the date of the division resolution and shall make an announcement in newspapers at least three times within thirty days thereof.</p> <p><del>The liabilities of the Company prior to the division shall be undertaken by the companies after such division in accordance with the agreement entered into.</del></p>
Article <del>148</del> <u>47</u>	<p>The Company shall dissolve and proceed with liquidation in accordance with law upon occurrence of any one of the following events:</p> <ol style="list-style-type: none"><li>(1) <u>expiry of the valid term of the business or the occurrence of other events of dissolution as stated in the Articles of Association;</u></li><li>(<del>2</del>) the shareholders' general meeting resolves to dissolve the Company by a special resolution;</li><li>(<del>3</del>) dissolution of the Company is required for the merger or division of the Company;</li><li>(<del>4</del>) the Company is <del>pronounced insolvent</del><u>revoked of business license, ordered to close or cancelled</u> in accordance with law <del>as a result of its inability to pay debts when due;</del></li><li>(<del>4</del>) <del>closure of the Company in accordance with law as a result of its contravention of laws or administrative regulations;</del></li><li>(5) other circumstances stipulated by laws and administrative regulations.</li></ol>

Article no.	Proposed amendments to the existing Articles
Article <del>148</del> <u>58</u>	<p>In the event that the Company is dissolved under the provisions of paragraph (1) <del>, and (2), (4) and (5)</del> of the preceding Article, it shall set up within fifteen days a liquidation committee, <del>the members of which shall be determined by way of ordinary resolution passed in shareholders' general meeting,</del> <u>to deal with matters of the liquidation. The members of the liquidation committee shall be directors or other persons appointed by a shareholders' general meeting. If a liquidation committee is not established in time, the creditors may apply to the people's court to establish a liquidation committee by their appointment to proceed with the liquidation. The people's court shall accept such application and establish the liquidation committee to carry out liquidation in a timely manner.</u></p> <p><del>In the event that the Company is dissolved under the provisions of paragraph (3) of the preceding Article, the People's Court shall form a liquidation committee comprised of the shareholders, personnel from the relevant authorities and relevant professionals in accordance with law to proceed with the liquidation.</del></p> <p><del>In the event that the Company is dissolved under the provisions of paragraph (4) of the preceding Article, the relevant supervisory authorities shall form a liquidation committee comprised of the shareholders, personnel from the relevant authorities and relevant professionals in accordance with law to proceed with the liquidation.</del></p>
Article <del>189</del>	<p><del>In the event that the board of directors decides to liquidate the Company (except for liquidation as a result of the pronouncement of insolvency by the Company), it shall specify in the notice convening the shareholders' general meeting for such purpose that the board of directors has made a full inquiry of the affairs of the Company and considers that the Company may settle all the Company's debts within twelve months upon commencement of liquidation.</del></p> <p><del>Upon the passing of the liquidation resolution at the shareholders' general meeting, the duties of the board of directors of the Company shall cease forthwith.</del></p>

Article no.	Proposed amendments to the existing Articles
Article <del>14960</del>	<p data-bbox="528 327 1374 523"><del>The liquidation committee shall comply with the directions of the shareholders' general meeting and report to the shareholders' general meeting at least once every year the income and expenditure, the business of the Company and the progress of liquidation and submit a final report to the shareholders' general meeting upon the completion of liquidation.</del></p> <p data-bbox="528 570 1374 804">The liquidation committee shall notify the creditors within ten days of its establishment and announce the same in newspapers within sixty days. The creditors shall claim their creditors' rights to the liquidation committee within thirty days after the date of their receipt of the notice, or for those who did not receive the notice, within forty-five days after the date of the announcement.</p> <p data-bbox="528 853 1374 966"><u>When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials.</u> The liquidation committee shall register any claims for payment of debt.</p> <p data-bbox="528 1015 1374 1087"><u>During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</u></p>
Article <del>14982</del>	<p data-bbox="528 1136 1374 1332">After disposal of the assets of the Company and the preparation of the balance sheet and a list of assets has been completed, the liquidation committee shall draw up a liquidation programme for submission to the shareholders' meeting, the shareholders' general meeting or the People's Court for their confirmation.</p> <p data-bbox="528 1381 1374 1527">The expenses of the liquidation, including the remuneration of the members of the liquidation committee and the consultants, shall be allocated from the assets of the Company prior to the payment of the debts of other creditors.</p> <p data-bbox="528 1576 1374 1768">After the resolution of the shareholders' general meeting to dissolve the Company or after the Company is declared to be wound-up or ordered to be closed down in accordance with the laws, any person, without the authorization of the liquidation committee, shall not dispose of the assets of the Company</p>

**Article no.                      Proposed amendments to the existing Articles**

The assets of the Company shall be repaid in accordance with the following priority: to pay liquidation expenses; to pay all wages due to the staff and workers of the Company, social insurance ~~and labour insurance~~ expenses and statutory compensations; to effect payment of taxes due; to settle the debts of the Company.

The remaining assets of the Company after settlement in accordance with the provisions aforesaid shall be distributed to the shareholders of the Company in accordance with the class and proportion of shares held by them.

The holders of the preferred shares shall be distributed in accordance with the par value of the preferred shares; where the amount of the share capital of the preferred shares cannot be paid in full, it shall be distributed in accordance with the proportion of shares held by the holders.

The shareholders of the ordinary shares shall be distributed in accordance with the proportion of shares held by them.

During the liquidation process, no ~~new~~ business activities unrelated to the liquidation shall be commenced by the Company.

The members of the liquidation committee shall devote themselves to their duties and perform their obligations of liquidation according to the law.

No member of the liquidation committee may take advantage of his/her position to accept bribes or other illegal proceeds, nor may he/she misappropriate properties of the Company. Where members of the liquidation committee cause any loss to the Company or any creditor due to the deliberate acts or gross negligence of such members, they shall be liable to pay compensations.

Article no.	Proposed amendments to the existing Articles
Article <del>150</del> <u>94</u>	<p>Upon the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report <del>and statement of income and expenditure and the financial accounts for the liquidation which, upon being certified by an accountant registered in China, shall be submitted for submission to the shareholder meeting, shareholders' general meeting or relevant supervisory authorities for confirmation</del>, <u>and</u></p> <p><del>The liquidation committee shall submit within thirty days after the confirmation by the shareholders' general meeting or relevant supervisory authorities the documents mentioned above to the company registration authorities and apply for the cancellation of the registration of the Company and announce the termination of the Company.</del></p>
Article <del>159</del> <u>15</u>	<p>The notice, <del>document, information and the written declaration</del> of the Company <u>(including, but not limited to, notices of meetings of the Company to its shareholders, corporate communications, financial reports and statements, reports of the Board of Directors, or other documents, written materials)</u> <del>shall</del> <u>may</u> be issued by means of:</p> <ol style="list-style-type: none"><li>(1) ...</li><li>(3) <u>electronic facsimile</u>;</li><li>(4) ...</li><li>(5) <u>relevant laws and regulations of the PRC and the place where the Company's securities are listed, or other means required in the Articles of Association.</u></li></ol>

Article no.	Proposed amendments to the existing Articles
	<p data-bbox="528 336 1374 804"><u>Where a shareholder of the Company, in accordance with the laws and regulations (including but not limited to the Listing Rules of the Hong Kong Stock Exchange), agrees (including but not limited to deemed or implied agreement) to treat the publication of a document on the website of the stock exchange where the Company’s securities are listed or on the website of the Company as having discharged the Company’s obligation to distribute such documents under any laws and regulations, then subject to the requirements of laws and regulations, the documents published on the website of the stock exchange where the Company’s securities are listed or on the website of the Company shall be deemed to have discharged the obligation of the Company under the preceding paragraph of this Article, for each shareholder of the Company.</u></p> <p data-bbox="528 857 1374 925"><u>The laws and regulations of the PRC and the place where the Company’s securities are listed shall be applied if they provide otherwise.</u></p>
Article 15926	<p data-bbox="528 974 1374 1287">For notice of the Company delivered in the form of an announcement, it shall be published on the websites designated by the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed (if there are other requirements in the relevant laws and regulations or otherwise additional means or media are allowed to publish the announcement, such requirements shall prevail). All relevant persons shall be deemed to have received the notice upon the first issue of the announcement.</p>
Article 197	<p data-bbox="528 1336 1374 1406"><del>The notice convening shareholders’ general meeting shall be given by post, facsimile or by way of an announcement.</del></p>
Article 15938	<p data-bbox="528 1455 1374 1525">The notice convening the meeting of the board of directors shall be given by <u>hand, post, electronic means</u><del>facsimile</del> or by way of an announcement.</p>
Article 15949	<p data-bbox="528 1574 1374 1685">The notice of the meeting of the supervisory committee meeting shall be given by <u>hand, post, electronic means</u><del>facsimile</del> or by way of an announcement.</p>

Article no.	Proposed amendments to the existing Articles
Article <del>155</del> 200	<del>For the notice, document, information and the written declaration of the Company delivered by hand, the addressee shall sign (or stamp) on the receipt of the delivery, and the date of delivery refers to the date when the addressee signs the acknowledgement receipt; for those sent by mail, the date of delivery refers to the fifth working day from the date of delivery to the post office; for those sent by <u>electronic means</u><del>facsimile</del>, the date of delivery refers to the date <u>displayed on electronic screen</u><del>contained in the completion report made by facsimile machine</del>; for those given by way of an announcement, the date of delivery refers to the date when the announcement is first published or announced.</del>
Article <del>156</del> 201	<del>Accidental omission to serve a notice, document, information and the written declaration on, or non-receipt of any such aforesaid notice; document, information and written declaration by, such person who is entitled to receive the same shall not invalidate the meeting (and the resolutions passed at the meeting).</del>
Article <del>203</del>	<del>The announcement shall be published on the newspapers circulated in Hong Kong and the newspapers designated by the China Securities Regulatory Commission.</del>  Chapter <del>21</del> 19 <u>Amendments to the Procedures for Amending Articles of Associations</u>
Article <del>158</del> 204	<del>The Company may amend the Articles of Association pursuant to the <u>relevant laws of the PRC and the place where the securities of the Company are listed</u>, <del>administrative regulations</del> and the provisions of the Articles of Association.</del>
Article <del>159</del> 205	<del>The amendments <u>subject to approval by the competent authorities shall be submitted to such authorities for approval</u><del>which involve the contents of the Mandatory Provisions for the Articles of Association of Companies Seeking a Listing Outside the People's Republic of China shall be effective upon the approval by the examining and approving authorities of companies authorised by the State Council and the Securities Commission of the State Council</del>; if the amendments involve company registration matters, alteration of the registration shall be made in accordance with law.</del>

Article no.	Proposed amendments to the existing Articles
Article 206	<p data-bbox="528 327 1372 400"><del>The Company shall comply with the following rules of dispute resolution:</del></p> <p data-bbox="528 449 1372 880">(1) <del>In respect of disputes and claims for rights relating to the affairs of the Company that arise from the rights and obligations provided for in the Articles of Association, the Company Law and other relevant laws and administrative regulations, between the holders of overseas listed foreign shares and the Company, between the holders of overseas listed foreign shares and the directors, supervisors, manager or other senior management officers of the Company, between the holders of overseas listed foreign shares and holders of domestic shares, the parties involved shall refer these types of disputes or claims for rights to arbitration for settlement.</del></p> <p data-bbox="603 929 1372 1247"><del>The disputes or claims for rights mentioned above which are submitted for arbitration refer to the whole of the claims or the entire dispute; if the identities of persons having the same cause of action or parties whose participation are necessary for the settlement of the disputes or the claims for rights involve the Company, the shareholders of the Company, directors, supervisors, manager or other senior management officers of the Company, they shall submit themselves to such arbitration.</del></p> <p data-bbox="603 1295 1372 1368"><del>Disputes involving the definition of a shareholder or register of shareholders need not be settled by arbitration.</del></p> <p data-bbox="528 1417 1372 1727">(2) <del>The party applying for arbitration may choose either the China International Economic and Trade Arbitration Committee to proceed with the arbitration pursuant to its arbitration rules or the Hong Kong International Arbitration Centre to proceed with the arbitration pursuant to its securities arbitration rules. After the disputes or claims for rights have been referred to arbitration by the claimant, the other party shall proceed the same with the arbitration institution chosen by such applicant.</del></p>

Article no.	Proposed amendments to the existing Articles
	<p><del>If the applicant chooses the Hong Kong International Arbitration Centre to proceed with the arbitration, either party may request to proceed with the same in Shenzhen in accordance with the provisions of the securities arbitration rules of Hong Kong International Arbitration Centre.</del></p>
	<p><del>(3) The laws of the People’s Republic of China shall be applicable to the settlement of the disputes and claims for rights mentioned in paragraph (1) of this Article by way of arbitration unless the laws and administrative regulations provide otherwise.</del></p>
	<p><del>(4) The ruling given by the arbitration institution shall be final and binding on the parties involved.</del></p>
Article <u>160207</u>	<p>The term “accounting firm” in this Articles of Association shall have the same meaning withas “auditor” <u>as defined in the Hong Kong Stock Exchange Listing Rules</u>; the term “related parties transaction”, “related relationship” and “related party” used herein shall have the same meaning with “connected transaction”, “connected relationship” and “connected party” <u>as defined in the Hong Kong Stock Exchange Listing Rules and relevant systems of the Company.</u></p>
Article <u>161208</u>	<p>In this Articles of Association, the terms “not less than”, “within” and “not more than” shall include the given figure; the terms “under”, <del>and</del> “beyond”, “exceed” and “more than half” shall not include the given figure.</p>
Article <u>163209</u>	<p><u>The matters not covered in this</u>This Articles of Association shall be dealt with in accordance with the relevant laws and regulations of the PRC and the place where the securities of the Company are listed, in conjunction with the actual circumstances of the Company. In the event that the Articles of Association is in conflict with the newly promulgated laws and regulations of the PRC and the place where the securities of the Company are listed, such newly promulgated provisionsis-prepared in Chinese. In case of any inconsistency between the other versions prepared in other languages or any other versions and this Articles of Association, the latest Chinese version registered at the Administration Bureau of Industry and Commerce of Tianjin Municipal shall prevail.</p>

**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) of the Directors, 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 in Domestic Shares**

<b>Name</b>	<b>Capacity</b>	<b>Number of Domestic Shares</b>	<b>Percentage of interests in the Company/Domestic Shares (approximate)</b>
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 Divisions 7 and 8 of Part XV of the SFO or the Model Code.

**(b) Substantial shareholders and other persons**

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 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:

**(i) Substantial shareholders***Long position in Domestic Shares*

Name	Capacity	Number of Domestic Shares	Percentage of interests in the Company/ Domestic Shares (approximate)
Jinran China Resources	Beneficial owner	1,297,547,800	70.54%/96.89%
Tianjin Gas <sup>(Note 1)</sup>	Interest of a controlled corporation	1,297,547,800	70.54%/96.89%
Tianjin Energy Investment Company Limited (“ <b>Tianjin Energy</b> ”) <sup>(Note 1)</sup>	Interest of a controlled corporation	1,297,547,800	70.54%/96.89%
Tianjin State-owned Capital Investment Management Co., Ltd. (“ <b>Tianjin Capital</b> ”) <sup>(Note 1)</sup>	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分行 (China Construction Bank Corporation (Tianjin Branch)) (“ <b>CCB Tianjin</b> ”) <sup>(Note 2)</sup>	Other	1,297,547,800	70.54%/96.89%

*Notes:*

1. As of the Latest Practicable Date, Jinran China Resources held 1,297,547,800 Domestic Shares. Jinran China Resources is owned as to 51% and 49% by Tianjin Gas and China Resources Gas (Hong Kong) Investment Limited, respectively. Tianjin Energy is the intermediary holding company of Tianjin Gas. Tianjin Capital is the intermediary holding company of Tianjin Energy. Therefore they are deemed, or taken to be interested in all the Domestic Shares held by Jinran China Resources for the purpose of the SFO. As of the Latest Practicable Date, the following Directors hold position at Jinran China Resources: Mr. Chen Tao is a deputy general manager; Ms. Guan Na is the officer of the office of general manager; Ms. Wu Fang is the head of the organization department of the party committee, and Mr. Zhang Jinghan is the head of the strategic planning department.
2. On 6 May 2020, Tianjin Capital has charged 100% equity interest in Tianjin Energy to CCB Tianjin. Therefore CCB Tianjin is taken to be interested in all the Domestic Shares Jinran China Resources is interested in for the purpose of the SFO.

**(i) Other persons***Long position in H Shares*

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

*Notes:*

Based on the information publicly available to the Company:

1. Mr. Liu Hei Wan and Ms. Law Suet Yi jointly held 14,500,000 H Shares.
2. The Waterfront Development Group Limited is wholly-owned by Mr. Liu Hei Wan. Therefore, Mr. Liu Hei Wan is deemed, or taken to be, interested in the Shares held by The Waterfront Development Group Limited for the purpose of the SFO.
3. 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 the Shares in which Mr. Liu Hei Wan is interested in for the purpose of SFO.

Save as disclosed above, as at the Latest Practicable Date, the Directors have not received notification from any person (not being a Director, Supervisor or chief executive of the Company) of his/her/its interests or short positions in the Shares or underlying Shares 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 AND SUPERVISORS' 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 has confirmed that he/she and his/her respective close associates (as defined under the Listing Rules) do 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. EXPERT**

The following are the qualifications of the expert whose statement is included in this circular:

<b>Name</b>	<b>Qualifications</b>
Gram Capital Limited	a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO

Gram Capital has confirmed that it (i) 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 of the Latest Practicable Date; (ii) had no direct or indirect interest in any assets which has been, since 31 December 2022, 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 as of the Latest Practicable Date. Gram Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name and/or its opinion or letter included in this circular in the form and context in which they are included.

**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 2022, being 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 they were not aware of any material adverse change in the financial or trading position of the Company or its subsidiaries since 31 December 2022.
- (c) Certain Chinese names of institutions, natural persons or other entities have been translated into English and included in this circular as unofficial translations for reference only. In the event of any inconsistency, the Chinese names shall prevail. Save as the above or unless stipulated otherwise, the English text of this circular, the notices of EGM/Class Meetings and the proxy forms shall prevail over the Chinese text in case of inconsistency.
- (d) Certain figures set out in this circular have been subject to rounding.
- (e) This circular contains forward-looking statements that reflect the Company's plans or expectations for the future. These statements are based on a number of assumptions, current estimates and projections and are therefore subject to risks, uncertainties or other factors that may or may not be beyond the Company's control. The actual results may differ materially and/or adversely. These statements shall not be relied upon as any assurance or representation as to the future or as a representation or warranty otherwise. Neither the Company nor its Directors, Supervisors, officers, agents, advisers or representatives assume any responsibility to update, modify or correct these statements or to provide supplemental information in relation thereto.
- (f) All times and dates specified in this circular, the notices of the EGM/Class Meetings, and the proxy forms refer to local times and dates of Hong Kong.

**9. DOCUMENTS ON DISPLAY**

Copy of the Supply Contract will be available on display on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.jinrangongyong.com](http://www.jinrangongyong.com)) during a period of 14 days from the date of this circular.

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## NOTICE OF EGM

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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)

### 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 28 December 2023 (Thursday) 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 resolutions:

#### SPECIAL RESOLUTION

1. To approve the proposed amendments to the articles of association of the Company (further details of which are set out in appendix I to the circular of the Company dated 7 December 2023), and to authorise any one director of the Company to modify the wordings of such amendment as he/she thinks appropriate or otherwise in accordance with requests or opinion of regulatory authorities or laws, rules and requirements applicable to the Company (such modification will not be required to be approved by the shareholders of the Company), and to execute all such documents and/or do all such acts as the director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the articles of association of the Company.

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## NOTICE OF EGM

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### ORDINARY RESOLUTION

2. **THAT:** (a) the city gas supply and usage contract dated 10 November 2023 (the “**Supply Contract**”, a copy of which is produced before the meeting, marked “A” and initialed by the chairman of the meeting for the purpose of identification) entered into between the Company and Tianjin Binran Pipe Network Construction Co., Ltd. and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (b) any one director of the Company (a “**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 seal of the Company together with such other Director or person authorised by the board of Directors) and to take such steps as he/she or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the Supply Contract 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**

**Chen Tao**

*Chairman of the Board*

Tianjin, PRC, 7 December 2023

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## NOTICE OF EGM

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*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 22 December 2023 (Friday) to 28 December 2023 (Thursday), 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 28 December 2023 (Thursday) 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. 21 December 2023 (Thursday).

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

To be valid, the proxy form 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's office 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.

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

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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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)

## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

**NOTICE IS HEREBY GIVEN** that the meeting of holders of domestic shares (the “**Meeting**”) of Tianjin Jinran Public Utilities Company Limited (the “**Company**”) will be held at 3:00 p.m. (or immediately after the conclusion of the extraordinary general meeting of the Company to be convened and held on the same day) on 28 December 2023 (Thursday) 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:

### **SPECIAL RESOLUTION**

To approve the proposed amendments to the articles of association of the Company (further details of which are set out in appendix I to the circular of the Company dated 7 December 2023), and to authorise any one director of the Company to modify the wordings of such amendment as he/she thinks appropriate or otherwise in accordance with requests or opinion of regulatory authorities or laws, rules and requirements applicable to the Company (such modification will not be required to be approved by the shareholders of the Company), and to execute all such documents and/or do all such acts as the director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the articles of association of the Company.

By order of the Board

**Tianjin Jinran Public Utilities Company Limited**

**Chen Tao**

*Chairman of the Board*

Tianjin, PRC, 7 December 2023

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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*Notes:*

- (a) Pursuant to articles of association of the Company, the register of members of the Company will be closed to ascertain the holders of domestic shares of the Company who are entitled to attend and vote at the Meeting from 22 December 2023 (Friday) to 28 December 2023 (Thursday), both days inclusive, during which period no change to the register of members will be allowed and no transfer of shares will be registered. Holders of domestic shares of the Company whose names appear on the register of members of the Company on 28 December 2023 (Thursday) are entitled to attend the Meeting and to vote thereat.
- (b) Voting at the Meeting shall be taken by poll.
- (c) Holders of domestic shares of the Company entitled to attend and vote at the Meeting 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 holder of domestic shares holding two or more shares may appoint more than one proxy.

To be valid, the proxy form 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's office at Floor 9, Gangao Tower, No. 18 Zhengzhou Road, Heping District, Tianjin, PRC as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the Meeting (or where applicable, any adjournment thereof).

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

- (d) Holders of domestic shares of the Company and proxies attending the Meeting shall be responsible for their own transportation and accommodation expenses.

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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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)

## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN** that the meeting of holders of H shares (the “**Meeting**”) of Tianjin Jinran Public Utilities Company Limited (the “**Company**”) will be held at 3:30 p.m. (or immediately after the conclusion of the class meeting of holders of domestic shares of the Company to be convened and held on the same date) on 28 December 2023 (Thursday) 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:

### **SPECIAL RESOLUTION**

To approve the proposed amendments to the articles of association of the Company (further details of which are set out in appendix I to the circular of the Company dated 7 December 2023), and to authorise any one director of the Company to modify the wordings of such amendment as he/she thinks appropriate or otherwise in accordance with requests or opinion of regulatory authorities or laws, rules and requirements applicable to the Company (such modification will not be required to be approved by the shareholders of the Company), and to execute all such documents and/or do all such acts as the director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the articles of association of the Company.

By order of the Board

**Tianjin Jinran Public Utilities Company Limited**

**Chen Tao**

*Chairman of the Board*

Tianjin, PRC, 7 December 2023

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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*Notes:*

- (a) Pursuant to articles of association of the Company, the register of members of the Company will be closed to ascertain the holders of H shares of the Company who are entitled to attend and vote at the Meeting from 22 December 2023 (Friday) to 28 December 2023 (Thursday), both days inclusive, during which period no change to the register of members will be allowed and no transfer of shares will be registered. Holders of H shares of the Company whose names appear on the register of members of the Company on 28 December 2023 (Thursday) are entitled to attend the Meeting and to vote thereat.

To be entitled to attend the Meeting 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. 21 December 2023 (Thursday).

- (b) Voting at the Meeting shall be taken by poll.
- (c) Holders of H shares of the Company entitled to attend and vote at the Meeting 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 holder of H shares holding two or more shares may appoint more than one proxy.

To be valid, the proxy form 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's H share registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the Meeting (or where applicable, any adjournment thereof).

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

- (d) Holders of H shares of the Company and proxies attending the Meeting shall be responsible for their own transportation and accommodation expenses.