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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)

**RETIREMENT AND ELECTION OF DIRECTORS AND SUPERVISOR
CHANGE OF COMPOSITION OF BOARD COMMITTEE
AND
RETIREMENT AND PROPOSED APPOINTMENT OF AUDITOR**

**RETIREMENT AND ELECTION OF DIRECTORS AND SUPERVISOR AND CHANGE OF
COMPOSITION OF BOARD COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Tianjin Jinran Public Utilities Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the term of the current session of the Board of Directors and the Supervisory Committee of the Company will conclude at the end of the forthcoming annual general meeting (the “**AGM**”) of the Company. Upon conclusion of the current term and with effect from the end of the AGM:

- (1) Each of Ms. Wu Fang (吳芳) and Ms. Guan Na (關娜) will retire from her position as a non-executive Director and will not stand for re-election at the AGM due to respective personal work arrangement;
- (2) Mr. Zhang Ying Hua (張英華) will retire from his position as an independent non-executive Director and will not stand for re-election at the AGM to devote more time to his personal affairs following his retirement;
- (3) Mr. Guo Jia Li (郭家利) will retire from his position as an independent non-executive Director and will not stand for re-election at the AGM due to his retirement;
- (4) Ms. Sha Caiping (沙彩萍) and Mr. Yang Zufeng (楊祖峰) have been nominated for election as non-executive Directors; and Ms. Ji Xuefeng (紀雪峰) and Mr. Bai Mo (白默) have been nominated for election as independent non-executive Directors;
- (5) Ms. Xu Hui (許暉) will retire from her position as an independent supervisor (a “**Supervisor**”) of the Company and will not stand for re-election at the AGM due to her personal work arrangement; and
- (6) Mr. Bian Hong (邊泓) has been nominated for election as an independent Supervisor.

The above proposed appointments of Ms. Sha, Mr. Yang, Ms. Ji, Mr. Bai and Mr. Bian are subject to the approval by shareholders of the Company (the “**Shareholders**”) at the AGM. The retirement of the aforesaid retiring Directors/Supervisor will become effective upon new Directors/Supervisor (as the case may be) being elected at the AGM.

Upon them ceasing to be a Director, the retiring Directors will step down from their chairmanship/membership of the Board committees as follows: Ms. Wu as a member of the remuneration committee of the Company (the “**Remuneration Committee**”); Mr. Zhang as the chairman of the Remuneration Committee, a member of the nomination committee of the Company (the “**Nomination Committee**”), and a member of the audit committee of the Company (the “**Audit Committee**”); and Mr. Guo as the chairman of the Audit Committee and a member of the Remuneration Committee.

Each of Ms. Wu, Ms. Guan, Mr. Zhang, Mr. Guo and Ms. Xu has confirmed that she/he has no disagreement with the Board and the Company, and there are no other matters relating to her/his retirement that need to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Ms. Wu, Ms. Guan, Mr. Zhang, Mr. Guo and Ms. Xu for their contributions to the Company.

Biographies of the proposed Directors

Ms. Sha Caiping (沙彩萍), aged 48, graduated from Tianjin Urban Construction Institute (now known as Tianjin Chengjian University), majoring in urban gas engineering, in July 1997. Ms. Sha was educated at the graduate school of the Party School of the Central Committee of C.P.C specializing in economics law between September 2005 and July 2008. She was conferred the qualification of a senior engineer in China.

Ms. Sha joined Tianjin City Tanggu Gas Co., Limited (天津市塘沽燃氣有限公司, formerly known as Tianjin City Tanggu Gas Corporation (天津市塘沽煤氣公司)) in July 1997, and undertook various positions. Among other things, she served as the deputy head of the office of the manager, the deputy head of the party and mass office, the chairman of the labour union and the assistant to manager, and was appointed as the deputy manager from February 2012 to February 2019. Ms. Sha was the deputy general manager of the Company from February 2019 to November 2022 and the chairman of the labour union of the Company from December 2019 to November 2022. She is now a deputy head (in charge) of the customer service (hotline) centre of Jinran China Resources Gas Co., Ltd (“**Jinran China Resources**”, a controlling shareholder of the Company).

Mr. Yang Zufeng (楊祖峰), aged 41, graduated from Wuhan University of Science and Technology, Zhongnan Branch, majoring in engineering management, in June 2006. Mr. Yang holds the qualification of a senior engineer in China.

He participated in the management of the infrastructure engineering department of Tianjin Gas Group Company Limited from August 2006 to January 2013. Mr. Yang joined the management of the infrastructure engineering department of Jinran China Resources in January 2013, and subsequently served as a deputy head of the department from May 2017 to January 2020. He was a deputy manager of the engineering management department of Jinran China Resources from January 2020 to March 2024, and he has been in charge of the work of the department since March 2024.

Ms. Ji Xuefeng (紀雪峰), aged 46, graduated from Nankai University in China with a Bachelor of Arts, specialising in English in June 2001, and was conferred a Juris Master degree by Nankai University in June 2004. She holds the qualification of second grade lawyer conferred by the Tianjin Municipal Human Resources and Social Security Bureau.

Ms. Ji has been engaging in legal practice in China. Her practice areas include corporate and commercial law, international investment/finance, restructuring, merger and acquisitions and finance. Since January 2019, she has been a director of Anli (Tianjin) Partners. Ms. Ji was awarded the title of “The Belt and Road Initiative Top Ten Lawyers” in December 2019.

As of the date of this announcement, Ms. Ji is a vice-director of Tianjin Lawyers Association; a member of the Pool of Chief Legal Consultation Experts of Tianjin Law Society; a representative of Tianjin People’s Congress; a representative of Heping District of Tianjin People’s Congress; an expert from the First Major Administrative Decision-Making Consultation and Argumentation of Tianjin Municipal People’s Government; a coordinator of Spain Working Group by the Belt and Road International Lawyers Association; a member of the team of lawyers of the Fifth Session of the Typical Cases of “Belt and Road” Legal Services providing special legal services for a crossborder equity transfer and exchange project; one of the authors of the Legal Environment Report of the “Belt and Road” Countries of All China Lawyers Association; a director of the Northern International Trust Co., Ltd.; a part-time external director of Tianjin Bincheng Marine Culture Tourism Development Co., Ltd.; a supervisor of China Chamber of International of Commerce (Tianjin); an expert in the Public-Private Partnership (PPP) Expert Database of Tianjin Municipal Finance Bureau; an arbitrator of the Tianjin Arbitration Commission; an arbitrator of the Xi’an Arbitration Commission; a supervisor of the Tianjin People’s Procuratorate; a vice president of, and expert of the expert committee of, Tianjin Foreign Economic Cooperation Association and a councilor of the China Public Relations Association; and a vice president of the Tianjin Public Relations Association.

Mr. Bai Mo (白默), aged 47, graduated from the School of Business and Tourism Management of Shenyang University, China, with a bachelor’s degree in economics, in July 1999. He obtained a master’s degree in management from Shenyang University in June 2003. He was conferred a Doctorate in Management by Nankai University, specializing in business administration and accounting in December 2011.

Mr. Bai was appointed as a professor of Tianjin University of Commerce, China in December 2017. Currently, he is an associate dean (in charge) of the Accounting School, and a professor in the Financial Management Department of the Tianjin University of Commerce, China. He was a visiting scholar of the University of Sydney, Australia, from 13 August 2019 to 23 August 2019. As of the date of this announcement, he is a council member of the Financial and Costs Branch of the Accounting Society of China. He is an external director of Tianjin Hi-Tech Group (since March 2024) and Tianjin Water Planning Survey and Design Co., Ltd (since September 2021).

Other matters

If elected at the AGM, each of Ms. Sha, Mr. Yang, Ms. Ji and Mr. Bai is expected to enter into a service contract with the Company, and their term will commence from the conclusion of the AGM and ending on the annual general meeting of the Company to be held in 2027.

Under the aforesaid service contract, (i) each of Ms. Sha and Mr. Yang will be entitled to an annual basic remuneration of RMB50,000 (which she/he has indicated that she/he will waive the same), and is entitled to pension contribution, benefits and is eligible for discretionary bonus; and (ii) each of Ms. Ji and Mr. Bai will be entitled to an annual remuneration of RMB50,000, pension contribution, benefits and is eligible for discretionary bonus. Their respective remuneration package was determined based on the Company’s remuneration policy for Directors, taking into account a variety of factors such as the roles and responsibilities to be assumed by her/him in the Group, her/his individual qualifications and experience, the actual circumstances of the Company, and the market remuneration standard and conditions in China.

If elected at the AGM, it is proposed that (a) Ms. Sha be elected by the Board as a member of the Remuneration Committee; (b) Mr. Bai be elected by the Board as the chairman of the Audit Committee and a member of the Remuneration Committee; and (c) Ms. Ji be elected by the Board as the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee. The Board will consider (and where appropriate, approve changes to) the composition of the Board committees following the election of Directors at the AGM, and further announcement will be made as and when appropriate.

Each of Ms. Ji and Mr. Bai confirmed that she/he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Each of Ms. Sha, Mr. Yang, Ms. Ji and Mr. Bai has confirmed that, save as disclosed in this announcement, (i) she/he does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company, (ii) she/he does not currently hold any position(s) within the Group; (iii) she/he did not hold any other directorship(s) in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) she/he does not currently have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as at the date of this announcement.

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

Biography of the proposed independent Supervisor

Mr. Bian Hong (邊泓), aged 55, graduated from Nankai University in China with a Bachelor of Economics in July 1991, majoring in Economic Information. He obtained a master and a doctorate degree in accounting from Nankai University in July 1998 and December 2007 respectively. Mr. Bian obtained the qualification of associate professor in professional and technical positions from Nankai University in December 2008.

Mr. Bian worked as an engineer (experimental technology series) at Nankai University from July 1991 to August 1998, and he has been as an associate professor of accounting at Nankai University from August 1998. He is also the deputy director of the Professional Degree Teaching Centre of the Faculty of Business, Nankai University and a member of the Professional Degree Teaching Steering Committee of the Fifth Session of the Tianjin Municipal People’s Government Degree Committee.

Mr. Bian currently serves as an independent director of Tianjin Tianyao Pharmaceutical Co., Ltd. (SSE stock code: 600488), and Gosun Holdings Co., Ltd. (SZSE stock code: 000971).

Other matters

If elected at the AGM, Mr. Bian is expected to enter into a service contract with the Company, and his term will commence from the conclusion of the AGM and ending on the annual general meeting of the Company to be held in 2027. Under the aforesaid service contract, he is entitled to an annual basic remuneration of RMB50,000, and will be entitled to pension contribution and benefits, and is eligible for discretionary bonus. His proposed remuneration package was determined based on the Company’s remuneration policy for Supervisors, taking into account a variety of factors such as the roles and responsibilities to be assumed by him in the Group, his individual qualifications and experience, the actual circumstances of the Company, and the market remuneration standard and conditions in China.

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

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

Resolutions will also be proposed at the AGM for the re-election of the other existing Directors and Supervisors (except the staff representative Supervisors, who have been elected at the staff representative meeting).

RETIREMENT AND PROPOSED APPOINTMENT OF AUDITOR

KPMG Huazhen LLP, the independent auditor of the Company, completed the audit work of the Company for the year ended 31 December 2023. Pursuant to its terms of engagement and the articles of association of the Company, KPMG Huazhen LLP's term of office will expire, and they will retire, upon the conclusion of the AGM.

In light of the scheduled retirement, the Company conducted a tender and selection process for the selection of auditor for the year ending 31 December 2024. The Company considers that having such selection process is part of the measures for continual enhancement of impartiality and fairness in the procurement of professional services, which is in line with the Company's overall procurement policy, and could encourage competitive audit quality and fee. Through the process, factors including (without limitation) the eligibility and qualifications of the four participating audit firms (who are eligible audit firms in Chinese Mainland approved by the Ministry of Finance and the China Securities Regulatory Commission to provide auditing services to H-share enterprises), the scope, audit proposal, fees and other terms offered by the audit firms, their independence, reputation, composition of responsible team, the technical competency, experience, capacity and resources and matters relating to change of auditors in the "Guidelines for Effective Audit Committees – Section 2 – Selection and appointment of auditors" issued by the Accounting and Financial Reporting Council ("AFRC") and the "Guidance Notes on Change of Auditors" published by AFRC (as they may be applicable to the Company's circumstances) have been considered. WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合伙)) ("Wuyige CPA") was selected after the process. KPMG Huazhen LLP will therefore not be proposed for re-appointment at the AGM.

The Company has received a confirmation from KPMG Huazhen LLP, confirming that there are no matters in respect of the circumstances leading to their cessation as the Company's auditor which in their opinion need to be reported to the Company. The Company confirmed that it is not aware of any disagreements or outstanding matters between the Company and KPMG Huazhen LLP or other matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders.

With the recommendation of the Audit Committee, the Board has resolved to propose an ordinary resolution at the AGM for the appointment of Wuyige CPA as the new independent auditor of the Company, and for granting an authorisation to the Board to fix the auditor's remuneration, subject to the approval of the Shareholders at the AGM.

A circular containing (among other things) information about the election of the members of the new session of the board of directors of the Company and the supervisory committee of the Company, the proposed appointment of auditors, and a notice of the AGM will be published in due course.

By order of the Board
Tianjin Jinran Public Utilities Company Limited
Wang Cong
Chairman of the Board

Tianjin, PRC, 9 May 2024

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

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