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If you have sold or transferred all your shares in **Tianjin Jinran Public Utilities Company Limited**, you should hand this circular and the 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)

ELECTION AND RE-ELECTION OF MEMBERS OF NEW SESSION OF THE BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE AND PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the AGM to be held on 27 June 2024 is set out on pages 23 to 25 of this circular. Proxy form for use by the Shareholders in connection with the AGM is available on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.jinrangongyong.com).

Whether or not you are able to attend the AGM, you are reminded to complete the proxy form in accordance with the instructions thereon and send the proxy form to the office of the Company at 5th Floor, Court A, No. 28 Nankai Fourth Road, Nankai District, Tianjin, PRC (for holders of Domestic Shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the AGM (or where applicable, any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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

5 June 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on 27 June 2024 (or any adjournment thereof)
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	天津津燃公用事業股份有限公司 (Tianjin Jinran Public Utilities Company Limited), a joint stock limited company incorporated in the PRC, whose H Shares are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
“H Share(s)”	overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are listed on the main board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jinran China Resources”	津燃華潤燃氣有限公司 (Jinran China Resources Gas Co., Ltd), a company established in the PRC with limited liability; and a controlling shareholder of the Company
“KPMG”	KPMG Huazhen LLP
“Latest Practicable Date”	31 May 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	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
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Tianjin Energy”	天津能源投資集團有限公司 (Tianjin Energy Investment Company Limited), a state-owned enterprise established in the PRC with limited liability, and an indirect holding company of Jinran China Resources as of the Latest Practicable Date
“Tianjin Energy Finance”	天津能源集團財務有限公司 (Tianjin Energy Group Finance Company Limited)
“Tianjin Gas”	天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited)
“Wuyige CPA”	大信會計師事務所(特殊普通合夥)(Wuyige Certified Public Accountants LLP)
“%”	per cent.

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

LETTER FROM THE BOARD



天津津燃公用事業股份有限公司

Tianjin Jinran Public Utilities Company Limited

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

(Stock Code: 01265)

Executive Directors:

Mr. Wang Cong (*Chairman of the Board*)

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:

5th Floor, Court A

No. 28 Nankai Fourth Road

Nankai District

Tianjin, PRC

Independent non-executive Directors:

Mr. Zhang Ying Hua

Mr. Yu Jian Jun

Mr. Guo Jia Li

5 June 2024

To Shareholders:

Dear Sirs or Madams,

**ELECTION AND RE-ELECTION OF MEMBERS OF NEW SESSION OF
THE BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE
AND
PROPOSED APPOINTMENT OF AUDITORS**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide information in relation to the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

ELECTION AND RE-ELECTION OF MEMBERS OF NEW SESSION OF THE BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE

Pursuant to article 67 of the Articles, the Directors shall be elected at the shareholders' general meeting and their term of office shall be three years. Upon conclusion of such term, a Director shall be eligible for re-election. The current term of office of the Directors will conclude soon. As set out in the Company's announcement dated 9 May 2024, the following Directors will not stand for re-election at the AGM, and will retire as a Director upon conclusion of the current term: Ms. Wu Fang (a non-executive Director); Ms. Guan Na (a non-executive Director); Mr. Zhang Ying Hua (an independent non-executive Director); and Mr. Guo Jia Li (an independent non-executive Director). All of the remaining Directors, being eligible, have offered himself/herself for re-election at the AGM.

Ms. Sha Caiping and Mr. Yang Zufeng have been nominated for election as new non-executive Directors; and Ms. Ji Xuefeng and Mr. Bai Mo have been nominated for election as new independent non-executive Directors at the AGM.

Separate resolutions will be proposed at the AGM for the election/re-election of the following candidates as Directors:

Executive Directors:	Mr. Wang Cong Ms. Tang Jie Mr. Sun Liangchuan
Non-executive Directors:	Ms. Sha Caiping Mr. Yang Zufeng Mr. Zhang Jinghan
Independent non-executive Directors:	Mr. Yu Jian Jun Ms. Ji Xuefeng Mr. Bai Mo

LETTER FROM THE BOARD

Pursuant to article 95 of the Articles, the term of office of the Supervisors shall be three years for each session, and the Supervisors shall be eligible for re-election. The current term of office of the Supervisors will conclude soon. As set out in the Company's announcement dated 9 May 2024, Ms. Xu Hui (an independent Supervisor) will not stand for re-election at the AGM. Mr. Xu Peng (a Shareholders' representative Supervisor) and Mr. Liu Zhi Yuan (an independent Supervisor), being eligible, have offered themselves for re-election at the AGM. Mr. Bian Hong have been nominated for election as a new independent Supervisor at the AGM.

Ms. You Hui Yan and Ms. Zhang Tingting (each a staff representative Supervisor) have been re-elected at the staff representative meeting.

The recommendation of the Board and the Nomination Committee

The Company identifies new candidates for nomination of Board membership in accordance with the Company's Nomination Policy. Candidates for nomination to the Board (in particular, for nomination as independent non-executive Director) are identified through network and contacts of the Company and from professional associations based on (among other things) personal competence, qualities and willingness. The Nomination Committee has considered the proposed election/re-election of the aforesaid candidates, and has made its recommendation to the Board. The Board, taking into account such recommendation and based on the Board's assessment, considered and approved the resolutions regarding election/re-election to be put forward for the Shareholders' consideration (and if thought fit, approval). Members of the Nomination Committee and members of the Board (as the case maybe) have abstained from the assessment and voting regarding their respective re-election when it was considered by the Nomination Committee and the Board.

In the above course, the Nomination Committee considered and assessed the suitability of each of the candidates proposed for election/re-election with reference to the Company's Nomination Policy. The Nomination Committee assessed (among other factors): the background (including qualification, knowledge, skills and experiences) of each candidates to be proposed for election/re-election, his/her individual character, integrity and ability, his/her contribution to the Board, his/her willingness to devote sufficient time and commitment to discharge duties, and (with respect of the independent non-executive Directors) his/her independence. Other factors including the Group's business and operations, its objective and strategy, the structure and size of the Board, and various diversity aspect (including gender, age, cultural, educational background, ethnicity, professional experience, length of service) with reference to the Company's Board Diversity Policy have also been considered.

LETTER FROM THE BOARD

The Board and the Nomination Committee noted that Mr. Yu Jian Jun (an independent non-executive Director) has been serving the Company since June 2015. He will be acting as an independent non-executive Director for more than nine years upon completion of the forthcoming term if he is re-elected at the AGM. In accordance with paragraph B.2.3 of Part 2 of the Corporate Governance Code (Appendix C1 to the Listing Rules), separate resolution will be proposed at the AGM regarding his re-election. The Board and the Nomination Committee believe that the assessment of a director's independence and his suitability to the position should not be defined by the length of tenure, but on a case-by-case basis with reference to the director personal qualities and the nature of the Company's business. The Board and the Nomination Committee noted that: (1) Mr. Yu has confirmed his fulfilment of all the factors for assessing independence set out in Rule 3.13 of the Listing Rules, (2) he has not been involved in the daily management of the Company, (3) he is not in any relationship which would interfere with his exercise of independent judgement, and (4) taking into account factors in the preceding paragraphs (in particular, Mr. Yu's background and past performance), the Nomination Committee and the Board are not aware of any circumstance which are likely to hinder Mr. Yu's independence. In addition, Mr. Yu is a professor specializing in gas engineering. He has extensive knowledge in natural gas operation and engineering and has qualitative and comprehensive insight for the business and the Group's operations. He has been making valuable contributions to the Board by bringing in fresh and professional perspectives, providing constructive opinions and contribute to the diversity of the Board. The Board and the Nomination Committee believe Mr. Yu remains independent having regard to the criteria laid down in the Listing Rules, and is able to continue to fulfil his role as an independent non-executive Director. The Board (having considered the recommendation of the Nomination Committee) believes that the different background and external experience of Mr. Yu have (and will continue to) benefit to the Company and the Shareholders as a whole. The Board recommends that Mr. Yu to be re-elected at the AGM.

LETTER FROM THE BOARD

Each of Ms. Ji and Mr. Bai have also confirmed her/his respective fulfilment of all the criteria for assessing independence set out in Rule 3.13 of the Listing Rules. Having considered their confirmation and background, the Board and the Nomination Committee are satisfied of their independence with reference to the Listing Rules. The Board and the Nomination Committee believe that the proposed appointment of Ms. Sha, Mr. Yang, Ms. Ji and Mr. Bai could bring fresh perspective from their respective professions, gender and background, and contribute to the diversity of skills, expertise and background the Board. In particular, Ms. Sha is familiar with the Company's business and operations, and has rich knowledge and experience in the fields of gas engineering and business; Mr. Yang has rich knowledge and experience in the fields of gas engineering and business; Ms. Ji is an experienced lawyer who possesses extensive knowledge and understanding of different areas in the legal field, and Mr. Bai is a learned professor in accounting finance. The Company has also discussed with Ms. Ji and Mr. Bai to understand their other engagements and commitment, and both of them are devoted to provide sufficient time and attention to the Company's affairs. The Board and the Nomination Committee believe that having Ms. Sha, Mr. Yang, Ms. Ji and Mr. Bai as members of the Board will be valuable to the Company and the Shareholders as a whole. The Board recommends that Ms. Sha, Mr. Yang, Ms. Ji and Mr. Bai be elected at the AGM.

The Board and the Nomination Committee have also considered the proposed re-election of other Directors (namely, Mr. Wang, Ms. Tang, Mr. Sun and Mr. Zhang) with reference to the factors mentioned above. The Board and the Nomination Committee have acknowledged the past performance of these Directors, and believe that their re-election will contribute to the stability and continual development of the Company. The Board recommends that each of the other candidates for Board membership be re-elected at the AGM.

Each members of the Nomination Committee has abstained from voting when his/her re-election was considered by the Nomination Committee, and each Director candidate has abstained from voting when his/her re-election was considered by the Board.

Proposed remuneration of Directors and Supervisors

Below sets forth the proposed remuneration of the Directors and Supervisors:

1. For each executive Director: Annual basic remuneration of RMB50,000, which will be reviewed and adjusted according to (among other matters) his/her individual performance from time to time *(Note)*.

Each of Mr. Wang Cong and Mr. Sun Liangchuan has waived his annual basic remuneration.

LETTER FROM THE BOARD

2. For each non-executive Director: Annual basic remuneration of RMB50,000, which will be reviewed and adjusted according to (among other matters) his/her individual performance from time to time ^(Note).

Each non-executive Director has waived his/her annual basic remuneration.

3. For each independent non-executive Director: Annual basic remuneration of RMB50,000 ^(Note).

4. For each Supervisor: Annual basic remuneration of RMB50,000 in respect of his/her roles as Supervisor.

Each Supervisor (other than the independent Supervisors) has waived his/her annual basic remuneration.

Note: Each Director will be entitled to pension contribution and benefits. The Company may provide discretionary bonus(es) to the Directors.

The proposed remuneration packages of the Directors and the Supervisors were determined based on the Company's Remuneration Policy for Directors and for Supervisors, taking into account a variety of factors such as roles and responsibilities to be assumed by him/her in the Group, his/her individual qualifications and experience, the actual circumstances of the Company, and the market remuneration standard and conditions in China.

A resolution will be proposed at the AGM to seek the Shareholders' approval of the remuneration of the Directors and Supervisors.

Biography of the candidates proposed for election/re-election at the AGM are set out in the Appendix to this circular.

PROPOSED APPOINTMENT OF AUDITORS

KPMG completed the audit work of the Company for the year ended 31 December 2023. KPMG's existing term of appointment of one year is scheduled to expire, and pursuant to the Articles (which stipulates that an accounting firm appointed by the Company shall hold office until the conclusion of the next annual general meeting), KPMG will retire upon the conclusion of the AGM.

LETTER FROM THE BOARD

In light of KPMG’s scheduled retirement, the Company conducted a selection process for the procurement of audit services for the year ending 31 December 2024. The process was overseen by the Audit Committee. The Company has an internal policy requiring an open tender to be performed for procurement of services (non-engineering) with a contractual amount of over RMB1 million so far as practicable. The “Measures for Administration of Selection and Engagement of Accounting Firms by State-Owned Enterprises and Listed Companies” (國有企業上市公司選聘會計師事務所管理辦法) (財會 [2023] 4號) (the “Measures”) promulgated by the Ministry of Finance PRC (“MOF”), the State-owned Assets Supervision and Administration Commission of the State Council (“SASAC”), and the China Securities Regulatory Commission (“CSRC”) on 20 February 2023, and the “Notice on Better Supervision on Work on Selection of Accounting Firm by Enterprises from SASAC of City Government” (市國資委關於進一步做好監管企業選聘會計師事務所工作的通知) (津國資財經 [2023] 46號) promulgated by the SASAC of Tianjin City Government on 6 November 2023 provide valuable references to the Company with respect to (among other things) the procedures and factors to be considered in the fair competition and selection of auditors through competitive negotiation, open tender, invitation to bid and other engagement method that may allow a full understanding of the competence of accounting firm. In light of (i) the requirements on auditors’ retirement and re-election, (ii) the Company’s internal procedures requiring an open tender to be performed, and (iii) the valuable references on fair and just selection and engagement selection of accounting firm under the Measures, the Company conducted an open tender in the selection of auditors, and four accounting firms (all being eligible audit firms in Chinese Mainland approved by the MOF and CSRC to provide audit services to H-share enterprises, including KPMG and Wuyige CPA) participated therein. Among other things, the participating firms were requested to provide: information and qualifications (such as copies of licenses, certificates, similar work performed for listed companies (in particular, enterprises engaging in business of similar or related nature with that of the Company)) of the accounting firm, and of the members of the proposed engagement team; information about their capacity and plans for the current financial year; their work proposal (such as their audit plan, methodology, and how these will be implemented); their working timetable; their resources, culture, values, ethics and professional conducts; their internal coordination and mechanisms, quality management and control procedures; and their fee proposal, etc.. The Company considers that having such process is part of the measures for continual enhancement of impartiality and fairness in procurement of professional services, and could encourage competitive audit quality and fee.

LETTER FROM THE BOARD

Through the process, factors including (without limitation) the eligibility and qualifications of the participating firms, the scope, audit proposal, fees and other terms offered by these firms, their independence, reputation, composition of engagement team, their 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 CPA was selected through the process. In particular, having considered (among other matters) the following factors, the Company believes that Wuyige CPA has the expertise and competence to perform quality audit: (1) their experiences in providing audit and accounting services to enterprises operating in China (in particular, enterprises listed on domestic stock exchanges in Chinese Mainland or H-share enterprises, who are principally engaged in the gas, energy and public utilities fields) and that they were approved by the MOF and CSRC to provide audit services to H-share enterprises in 2010 (among one of the first batch of domestic accounting firms obtaining such approval); (2) the composition and structure of the engagement team (including their qualification, the number of certified public accountants involved, the individual experiences of the partners and other members and their communication with the Company; and (3) the quality management and control procedures, information security, and other governance and internal mechanisms demonstrated by Wuyige CPA.

The Company has received a confirmation from KPMG, 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 or other matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders. More information about the retirement of auditors is set out in the Company’s announcement dated 9 May 2024.

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 auditors of the Company and for the approval of its remuneration (being RMB1.1 million (tax inclusive)).

The Company and the Audit Committee are of the view that the proposed change of auditors would not have any material negative impact on the Group, and is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

AGM

The notice of AGM is set out on pages 23 to 25 of this circular. Pursuant to the Listing Rules, voting at the AGM shall be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Whether or not you are able to attend (if you are so entitled to) the AGM, you are reminded to complete the proxy form in accordance with the instructions thereon and send the proxy form to the office of the Company at 5th Floor, Court A, No. 28 Nankai Fourth Road, Nankai District, Tianjin, PRC (for holders of Domestic Shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the AGM (or where applicable, any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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 AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed to ascertain the Shareholders who are entitled to attend and vote at the AGM, from 24 June 2024 (Monday) to 27 June 2024 (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 whose names appear on the register of members of the Company on 27 June 2024 (Thursday) are entitled to attend the AGM and to vote thereat.

To be entitled to attend the AGM 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. 21 June 2024 (Friday).

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that each of the resolutions to be proposed at the AGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions.

By order of the Board

Tianjin Jinran Public Utilities Company Limited

Wang Cong

Chairman of the Board

APPENDIX**BIOGRAPHY OF THE CANDIDATES PROPOSED FOR
ELECTION OR RE-ELECTION AT THE AGM**

FOR ELECTION/RE-ELECTION AS DIRECTORS

<i>Name:</i>	<i>Key position(s) in the Company:</i>	<i>Age:</i>
Wang Cong (王聰)	Chairman of the Board Executive Director Chairman of the Nomination Committee Legal representative	41
Tang Jie (唐潔)	Executive Director	56
Sun Liangchuan (孫良傳)	Executive Director General manager Authorised representative under the Listing Rules	49
Sha Caiping (沙彩萍)	Proposed non-executive Director (<i>Note</i>)	48
Yang Zufeng (楊祖峰)	Proposed non-executive Director	41
Zhang Jinghan (張鏡涵)	Non-executive Director	37
Yu Jian Jun (玉建軍)	Independent non-executive Director Member of the Audit Committee Member of the Nomination Committee	60
Ji Xuefeng (紀雪峰)	Proposed independent non-executive Director (<i>Note</i>)	46
Bai Mo (白默)	Proposed independent non-executive Director (<i>Note</i>)	47

Note: Subject to them being elected as non-executive Directors and independent non-executive Directors (as the case may be) at the AGM, it is expected that (a) Ms. Sha Caiping will take up the role of a member of the Remuneration Committee; (b) Mr. Bai Mo will take up the role of the chairman of the Audit Committee and a member of the Remuneration Committee; and (c) Ms. Ji Xuefeng will take up the role of the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

Mr. Wang Cong (王聰) graduated from the Northeast Electric Power School (now known as the Northeast Electric Power University) in China in July 2004 with a Bachelor of Management. He obtained a Master of Accountancy from the Nankai University in China in June 2011. Mr. Wang holds the qualification of a senior accountant in China. He was awarded the legal professional qualification certificate by the Ministry of Justice of the People's Republic of China in April 2022. Mr. Wang has been the financial controller of Jinran China Resources since November 2022 and the general counsel of Jinran China Resources since February 2024. He has over 19 years of working experience in entities engaging in heating and/or energy business (such as Tianjin Chentang Thermal Power Co., Ltd., Tianjin Jinneng Investment Company, and Tianjin Jinneng Binhai Thermal Power Co., Ltd.). Among these working experiences, he worked in Tianjin Energy from November 2013 to November 2022, and had been (among others) an assistant to the manager of the finance department, and was promoted to the role of a deputy manager of the finance department. He also undertook the role of a deputy general manager (in charge) of Tianjin Energy Finance from December 2021 to August 2022, and subsequently the general manager of Tianjin Energy Finance from August 2022 to November 2022. As of the Latest Practicable Date, Mr. Wang also acted as a director or supervisor in entities which is controlled or invested in by Tianjin Energy and/or its associated companies (including his directorship in Tianjin Jinneng Co., Ltd. (天津津能股份有限公司) and his role as supervisor in Tianjin Jinneng Pipe Co., Ltd. (天津市津能管業有限公司)). He has been the party branch secretary of the Company since January 2024.

He joined the Group and was appointed as an executive Director with effect from 19 February 2024.

He has entered into a service contract with the Company. Under the aforesaid service contract, he is entitled to an annual basic remuneration of RMB50,000 (which Mr. Wang has waived the same), and is be entitled to pension contribution, benefits and is eligible discretionary bonus.

Ms. Tang Jie (唐潔) graduated from the Tianjin Institute of Finance (now known as the Tianjin University of Finance and Economics), majoring in accounting, in 1991. She is one of the promoters of the Company and had been working for the Company as an accountant and deputy general manager in the account department since December 1998. She was appointed as a deputy general manager of the Company in 2001. She was appointed as an executive Director on 28 December 2001.

Ms. Tang held 41,700,000 Domestic Shares (representing approximately 2.27% of the issued Shares) as of the Latest Practicable Date.

She has entered into a service contract with the Company. Under the aforesaid service contract, she is entitled to an annual basic remuneration of RMB50,000, and is entitled to pension contribution, benefits and is eligible for discretionary bonus. She received an aggregate remuneration of RMB50,000 (including discretionary bonuses and benefits) for the year ended 31 December 2023.

Mr. Sun Liangchuan (孫良傳) obtained a bachelor's degree of Urban Gas Engineering from Tianjin Chengjian University (formerly known as Tianjin Institute of Urban Construction) in July 1996. He has been conferred the qualification of senior engineer by the Engineering Technology and Civil Engineering Professional Evaluation Committee of the Tianjin Municipal Personnel Bureau since December 2007. He joined Tianjin Binhai Gas Group Company Limited in August 2012 and has undertaken various positions. Among others, he served as a deputy chief engineer and minister of planning and construction from August 2012 to November 2015, as an assistant to the general manager from November 2015 to April 2018, and was appointed as a deputy general manager in April 2018. He was appointed as the general manager of the Company on 22 May 2020, and was appointed as an executive Director on 29 June 2020.

He has entered into a service contract with the Company. Under the aforesaid service contract, he is entitled to an annual basic remuneration of RMB50,000 (which Mr. Sun has waived the same), and is entitled to pension contribution, benefits and is eligible for discretionary bonus. He received an aggregate remuneration of approximately RMB516,062 (including discretionary bonuses and benefits) for the year ended 31 December 2023.

Mr. Zhang Jinghan (張鏡涵) is qualified as an economist (Specialty: Business management) in China. He studied in Northeast Normal University in China in 2009, majoring in international politics, and obtained a master's degree in laws from Tianjin Normal University in June 2012, majoring in international politics. Mr. Zhang joined Tianjin Thermal Power Co. Ltd. (天津市津燃熱電有限公司) in July 2012, and was seconded to Tianjin Gas as the general manager office secretary, and he continued to acted in such position up to October 2012. He was the general manager office secretary of Tianjin Gas from October 2012 to December 2012. He joined Jinran China Resources in December 2012. He served as the general manager officer secretary from December 2012 to July 2019, and became the temporary person-in-charge of the general manager office in July 2019. He subsequently held the position as a deputy head (in charge) of the general manager office from August 2020 to October 2021. He joined the strategic planning department of Jinran China Resources as its deputy manager (in charge) in October 2021, and is now the manager of the department.

He was appointed as a non-executive Director with effect from 1 August 2022.

He has entered into a service contract with the Company. Under the aforesaid service contract, he is entitled to an annual basic remuneration of RMB50,000 (which he has waived the same), and is entitled to pension contribution, benefits and is eligible for discretionary bonus. He did not receive any remuneration (including discretionary bonuses and benefits) for the year ended 31 December 2023.

Ms. Sha Caiping (沙彩萍) 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 head of the office of the manager, the 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 and the chairman of the labour union of the Company from February 2019 to October 2022. She is now a deputy head (in charge) of the customer service (hotline) centre of Jinran China Resources.

If elected at the AGM, Ms. Sha is expected to enter into a service contract with the Company, under which she will be entitled to an annual basic remuneration of RMB50,000 (which she has indicated that she will waive the same), and is entitled to pension contribution, benefits and is eligible for discretionary bonus.

Mr. Yang Zufeng (楊祖峰) 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 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.

If elected at the AGM, Mr. Yang is expected to enter into a service contract with the Company, under which he will be entitled to an annual basic remuneration of RMB50,000 (which he has indicated that he will waive the same), and is entitled to pension contribution, benefits and is eligible for discretionary bonus.

Mr. Yu Jian Jun (玉建軍) graduated from the School of Architecture of Tianjin University (now known as Tianjin Chengjian University), majoring in gas engineering, in 1986. Mr. Yu is a professor and master advisor. He currently serves as a deputy head of the Department of Environment and Equipment, Faculty of Energy and Safety Engineering, Tianjin Chengjian University. He is a member of the China City Gas Society and a member of its Technology Committee. Mr. Yu is the deputy head of the City Construction Committee of Tianjin Democratic Construction Association, and an expert appointed by the Planning Office of Tianjin City.

He was appointed as an independent non-executive Director on 16 June 2015.

He has entered into a service contract with the Company. Under the aforesaid service contract, he is entitled to an annual basic remuneration of RMB50,000, and is entitled to pension contribution, benefits and discretionary bonus. He received an aggregate remuneration of RMB50,000 for the year ended 31 December 2023.

Ms. Ji Xuefeng (紀雪峰), 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 Latest Practicable Date, 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 cross-border 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.

If elected at the AGM, Ms. Ji is expected to enter into a service contract with the Company, under which she will be entitled to an basic annual remuneration of RMB50,000, pension contribution, benefits and is eligible for discretionary bonus.

Mr. Bai Mo (白默) 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 Latest Practicable Date, 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).

If elected at the AGM, Mr. Bai is expected to enter into a service contract with the Company, under which he will be entitled to a basic annual remuneration of RMB50,000, pension contribution, benefits and is eligible for discretionary bonus.

Other Matters

If elected/re-elected, the new session of the Board shall be for a term of three years from the conclusion of the AGM and ending on the conclusion of the Company's annual general meeting to be held in 2027, subject to early termination and other provision in the Articles and individual's service contract. The Company and the Directors are expected to enter into new service contract with respect to the new session.

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

Save as disclosed in this circular, each of the above Directors/director candidates has confirmed (and the Company is not aware of) any other matters in relation to the his/her election/re-election 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.

FOR ELECTION/RE-ELECTION AS SUPERVISORS

<i>Name:</i>	<i>Key position(s) in the Company:</i>	<i>Age:</i>
Xu Peng (徐鵬)	Shareholders' representative supervisor	47
Liu Zhi Yuan (劉志遠)	Independent supervisor	60
Bian Hong (邊泓)	Proposed independent supervisor	55

Mr. Xu Peng (徐鵬) graduated from Nankai University in China in July 2000, majoring in accounting (correspondence education). Mr. Xu is qualified as a senior accountant (Specialty: Corporate accounting), a certified public accountant and a certified tax agent in China. Mr. Xu has been a deputy finance director and the manager of the finance department of Jinran China Resources since December 2019. Mr. Xu joined Zhengzhou Gas Company (鄭州燃氣公司) as a finance staff of the labour union and technical association of Zhengzhou Gas Company in August 1995. He served as an accountant of the finance department of the labour union of Zhengzhou Gas Group (鄭州燃氣集團) and financial person-in-charge of Zhengzhou Gas Corporate Planning Company (鄭燃企業策劃公司), then an accountant of the finance and investment department and person-in-charge of the settlement center of Zhengzhou Gas Group and subsequently a deputy head of the finance and investment department of Zhengzhou Gas Group Company, Ltd. consecutively between January 2000 to June 2007. From June 2007 to May 2011, he was the head of the finance and investment department of Nanyang Zhengran Gas Co., Ltd. (南陽鄭燃燃氣有限公司). Mr. Xu later served as a manager of the planning and finance department of China Resources Gas (Zhengzhou) Municipal Design & Research Institute Co., Ltd. (華潤燃氣(鄭州)市政設計研究院有限公司) from June 2011 to May 2013. He was the financial controller of Datong China Resources Gas Co. Ltd. (大同華潤燃氣有限公司) from June 2013 to September 2016, and the financial controller of Anyang China Resources Gas Co. Ltd. (安陽華潤燃氣有限公司) from September 2016 to December 2019.

He was appointed as a Supervisor with effect from 1 August 2022.

He has entered into a service contract with the Company. Under the aforesaid service contract, he is entitled to an annual basic remuneration of RMB50,000 (which he has waived the same), pension contribution, benefits and its eligible for discretionary bonus. He did not receive any remuneration for the year ended 31 December 2023.

Mr. Liu Zhi Yuan (劉志遠) graduated from Qinghai Normal University in China (formerly known as of Qinghai Normal College), majoring in physics, in 1982. He obtained master and doctorate degree in Business Administration from Nankai University in China in 1987 and 1994 respectively. Since June 1987, Mr. Liu has been working in the Faculty of Business, Nankai University and he was a deputy dean of the Faculty from 1997 to 2005. He currently serves as an independent director of Shanxi Huayang Group New Energy Co., Ltd. (Shanghai Stock Exchange Stock Code: 600348) whose shares are listed on the Shanghai Stock Exchange (the “SSE”). Mr. Liu also currently serves as an independent director of Tianjin Jinbin Development Co., Ltd. (SZSE Stock Code: 000897), and Henan Carve Electronics Technology Co., Ltd. (SZSE Stock Code: 301182) whose shares are listed on the Shenzhen Stock Exchange (the “SZSE”). Previously, Mr. Liu served as an independent executive director of Shanghai Fudan Forward Science & Technology Company Limited (SSE Stock Code: 600624) from 30 June 2009 to 27 October 2015; an independent director of Luxshare Precision Industry Co., Ltd. (SZSE Stock Code: 002475) from 22 February 2009 to 17 April 2015; and was an independent director of Tianjin Motor Dies Co., Ltd. (SZSE Stock Code: 002510), an independent non-executive director of Zhejiang China Commodities City Group Co., Ltd. (SSE Stock Code: 600415) and an independent director of Tianjin Realty Development (Group) Co., Ltd. (SSE Stock Code: 600322).

He was appointed as a Supervisor with effect from 22 June 2016.

He has entered into a service contract with the Company. Under the aforesaid service contract, he is entitled to an annual basic remuneration of RMB50,000, and is entitled to pension contribution, benefits and is eligible for discretionary bonus. He received an aggregate annual remuneration of RMB50,000 for the year ended 31 December 2023.

Mr. Bian Hong (邊泓), graduated from Nankai University in China with a Bachelor of Economics in July 1991, majoring in Economic Information. He obtained a master and 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).

If elected at the AGM, Mr. Bian is expected to enter into a service contract with the Company, under which he will be entitled to an annual basic remuneration of RMB50,000, and will be entitled to pension contribution, benefits and is eligible for discretionary bonus.

Other Matters

If elected/re-elected, the new session of the Supervisory Committee shall be for a term of three years from the conclusion of the AGM and ending on the conclusion of the Company's annual general meeting to be held in 2027, subject to early termination and other provision in the Articles. The Company and the elected/re-elected Supervisors are expected to enter into new service contract with respect to the new session.

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

Save as disclosed in this circular, each of the above Supervisors/supervisor candidate has confirmed (and the Company is not aware of) any other matters in relation to his election/re-election that need to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules, or that need to be brought to the attention of Shareholders.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Tianjin Jinran Public Utilities Company Limited (the “Company”) will be held at 2:00 p.m. on 27 June 2024 (Thursday) at 5th Floor, Court A, No. 28 Nankai Fourth Road, Nankai District, Tianjin, the People's Republic of China for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

- (1) To receive and adopt the audited financial statements and the reports of the directors, supervisors and auditors of the Company for the year ended 31 December 2023.
- (2) To appoint Wuyige Certified Public Accountants LLP as the Company's auditors and to approve their remuneration.
- (3) To re-elect or appoint (if applicable) the following candidates (each to be considered as a separate resolution) as:
 - (i) executive directors of the Company:
 - (a) Wang Cong
 - (b) Tang Jie
 - (c) Sun Liangchuan

NOTICE OF AGM

- (ii) non-executive directors of the Company:
 - (a) Zhang Jinghan
 - (b) Sha Caiping
 - (c) Yang Zufeng
- (iii) independent non-executive directors of the Company:
 - (a) Yu Jian Jun
 - (b) Ji Xuefeng
 - (c) Bai Mo
- (iv) shareholders' representative supervisor of the Company:
 - (a) Xu Peng
- (v) independent supervisors of the Company:
 - (a) Liu Zhi Yuan
 - (b) Bian Hong
- (4) To consider and approve the remuneration of the directors and supervisors of the Company, respectively, and the board of directors of the Company be authorised to approve the service contracts of the directors and supervisors of the Company and other relevant documents; and any executive director of the Company be authorised to sign on behalf of the Company all relevant contracts and other relevant documents and to deal with all other necessary relevant matters in connection therewith.

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

Tianjin, PRC, 5 June 2024

NOTICE OF AGM

Notes:

- (a) The register of members of the Company will be closed to ascertain the shareholders of the Company who are entitled to attend and vote at the AGM, from 24 June 2024 (Monday) to 27 June 2024 (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 27 June 2024 (Thursday) are entitled to attend the AGM and to vote thereat.

To be entitled to attend the AGM and to vote thereat, all transfer of H shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 21 June 2024 (Friday).

- (b) Voting at the AGM shall be taken by poll except where the chairman of the AGM, 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.
- (c) Shareholders of the Company entitled to attend and vote at the AGM 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.

Proxy form for use by the Shareholders in connection with the AGM is available on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.jinrangongyong.com).

To be valid, the proxy form for the use of shareholders and, if such proxy form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the office of the Company at 5th Floor, Court A, No. 28 Nankai Fourth Road, Nankai District, Tianjin, PRC (for holders of domestic shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the AGM (or where applicable, any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (d) The AGM will be a physical meeting. Shareholders of the Company and proxies attending the AGM shall be responsible for their own transportation and accommodation expenses.

Shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

- (e) The Company may implement changes on the AGM and precautionary measures as appropriate.
- (f) All times and dates specified herein refer to local times and dates of Hong Kong.