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

If you have sold or transferred all your shares in **Tianjin Jinran Public Utilities Company Limited** (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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 APPOINTMENT OF NEW DIRECTORS,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,
PROPOSED DISTRIBUTION OF THE FINAL DIVIDEND FOR
THE YEAR ENDED 31 DECEMBER 2017,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board dated 11 May 2018 is set out on pages 3 to 11 of this circular.

A notice dated 11 May 2018 convening the AGM to be held at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the PRC on 26 June 2018 (Tuesday) at 3:30 p.m. is set out on pages 29 to 31 of this circular.

Whether or not you are able to attend the AGM, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and send the same to the office of the Company at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the 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 return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting(s) should you so wish.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the same to the Company's principal place of business in the PRC at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the PRC on or before 6 June 2018 in accordance with the instructions printed thereon.

11 May 2018

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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 held on 26 June 2018 at 3:30 p.m. at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the PRC
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	天津津燃公用事業股份有限公司 (Tianjin Jinran Public Utilities Company Limited), whose H Shares are listed and traded on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“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 Stock Exchange and subscribed for and traded in HK\$
“Latest Practicable Date”	4 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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 thereto under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percentage

In this circular, the English names of the PRC entities or enterprises are translation of their Chinese names and included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

* for identification purpose only

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. Zhang Tian Hua (*Chairman*)

Mr. Hou Shuang Jiang

Ms. Wang Wen Xia

Mr. Zhang Guo Jian

Ms. Tang Jie

Legal Address:

Weishan Road

Chang Qing Science, Industry and Trade Park

Jinnan District

Tianjin, the PRC

Non-executive Director:

Mr. Li Da Chuan

Principal Place of Business in the PRC:

Floor 9, Gangao Tower

18 Zhengzhou Road

Heping District

Tianjin, the PRC

Independent Non-executive Directors:

Mr. Zhang Ying Hua

Mr. Yu Jian Jun

Mr. Guo Jia Li

11 May 2018

To Shareholders:

Dear Sirs/Madams,

**PROPOSED APPOINTMENT OF NEW DIRECTORS,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,
PROPOSED DISTRIBUTION OF THE FINAL DIVIDEND FOR
THE YEAR ENDED 31 DECEMBER 2017,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcements of the Company dated 19 April 2018 and 4 May 2018 in relation to the proposed election and re-election of directors and supervisors and the proposed amendments to the Articles of Association, respectively.

LETTER FROM THE BOARD

The purpose of this circular is to furnish you details of: (i) the proposed appointment of new Directors; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-election of retiring Supervisors; (iv) the proposed distribution of the final dividend for the year ended 31 December 2017; and (v) the proposed amendments to the Articles of Association, and to give you notice of the AGM.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Company had nine Directors, comprising five executive Directors, namely, Mr. Zhang Tian Hua, Ms. Wang Wen Xia, Ms. Tang Jie, Mr. Zhang Guo Jian and Mr. Hou Shuang Jiang; one non-executive Director, namely, Mr. Li Da Chuan; and three independent non-executive Directors, namely, Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li.

Current Directors who have offered themselves for re-election are Ms. Tang Jie and Mr. Hou Shuang Jiang as executive Directors, and Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li as independent non-executive Directors.

Ms. Tang Jie and Mr. Hou Shuang Jiang will retire from office as executive Directors, and Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li will retire from office as independent non-executive Directors, respectively, at the conclusion of the AGM. All of them, being eligible, offer themselves for re-election pursuant to Article 95 of the Articles. The Board proposed Ms. Tang Jie to be re-elected as an executive Director, Mr. Hou Shuang Jiang to be re-elected as a non-executive Director and Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia to be re-elected as independent non-executive Directors subject to approval by the Shareholders at the AGM. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix I.

Mr. Zhang Tian Hua, Ms. Wang Wen Xia and Mr. Zhang Guo Jian, each an executive Director, and Mr. Li Da Chuan, a non-executive Director, have informed the Company that they will retire from office as executive Directors or non-executive Directors, respectively, and will not seek re-election at the AGM due to other work arrangement. They will retire as executive Directors or non-executive Directors, respectively, with effect from the conclusion of the AGM. Each of Mr. Zhang Tian Hua, Ms. Wang Wen Xia and Mr. Zhang Guo Jian, and Mr. Li Da Chuan has confirmed that he/she does not have any disagreement with the Board and there is nothing to be brought to the attention of the Shareholders in relation to their retirements.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF NEW EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

The Board proposed Mr. Zhao Wei and Mr. Wang Quan Hong be appointed as executive Directors, and Mr. Wang Jin and Mr. Zhao Heng Hai be appointed as non-executive Directors, respectively, subject to approval by the Shareholders at the AGM. Biographies of Mr. Zhao Wei, Mr. Wang Quan Hong, Mr. Wang Jin and Mr. Zhao Heng Hai are set out in Appendix II to this circular.

PROPOSED RE-ELECTION OF RETIRING SUPERVISORS

As at the Latest Practicable Date, the Company had five Supervisors, comprising two independent Supervisors, namely, Ms. Xu Hui and Mr. Liu Zhi Yuan; two staff representative Supervisors, namely, Mr. Feng Jinhu and Ms. Hao Li; and one Shareholders representative Supervisor, namely, Mr. Yang Hu Ling.

Pursuant to Article 123 of the Articles, the terms of office of the Supervisors shall be three years and the Supervisors shall be eligible for re-election upon expiry of the said term. The Supervisory Committee of the Company shall consist of five members, one of which shall be Shareholders representative Supervisor, two of which shall be staff representative Supervisors and two of which shall be independent Supervisors. Shareholders representative Supervisor and independent Supervisors are to be elected at the general meeting and the staff representative Supervisors are to be elected at the staff representatives' meeting, whose results shall be notified to the Shareholders at the general meeting.

Due to work arrangement, Mr. Feng Jinhu will retire as the Supervisor with effect from the conclusion of the AGM and will not offer himself for re-election at the AGM.

Since the term of office of the Supervisory Committee will expire at the conclusion of the AGM, the Board proposes to seek Shareholders' approval, among other things, to re-elect Mr. Yang Hu Ling as the Shareholders' representative Supervisor and Ms. Xu Hui and Mr. Liu Zhi Yuan as the independent Supervisors, and to fix the remuneration of the Supervisors. Ms. Hao Li and Ms. You Hui Yan have been re-elected and elected as the staff representative Supervisors at the staff representatives' meeting.

Particulars of the Supervisors to be re-elected at the AGM are set out in Appendix III.

LETTER FROM THE BOARD

PROPOSED REMUNERATION FOR THE DIRECTORS AND THE SUPERVISORS

On the basis of thorough consideration of the PRC markets, the Company, with reference to market remuneration standard and the actual circumstances of the Company, proposes to fix the remuneration of the members of the Board and the Supervisory Committee as follows:

1. Executive Director's annual remuneration is RMB50,000, which will be reviewed and adjusted according to the performance of each executive Director. The annual remuneration will be waived by all executive Directors, save for Ms. Tang Jie.
2. Non-executive Director's annual remuneration is RMB50,000, which will be waived by all non-executive Directors.
3. Independent non-executive Director's annual remuneration is RMB50,000.
4. Supervisor's annual remuneration is RMB50,000, which will be waived by all Supervisors, save for Independent Supervisors.

PROPOSED DISTRIBUTION OF THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2017

On 27 March 2018, the Board recommended the distribution of a dividend for the year ended 31 December 2017 of RMB0.017 (before considering any tax effect) per Share to the Shareholders, amounting to RMB31,268,233 in aggregate, subject to approval by the Shareholders at the AGM. The proposed dividend will be paid to the Shareholders whose names appear in the register of members of the Company at the close of business on 5 July 2018 (Thursday) subject to the approval by the Shareholders at the AGM to be held on 26 June 2018 (Tuesday). The register of members of the Company will be closed from 30 June 2018 (Saturday) to 5 July 2018 (Thursday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to be qualified for the final dividend, all instruments of transfer, accompanied by the relevant share certificates of H Shares must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 29 June 2018 (Friday). According to the Articles, the dividend distributed to the holders of Domestic Shares will be paid in RMB. The dividend distributed to the holders of H Shares will be paid in HKD by reference to the exchange rate, which is the average of the closing exchange rate for converting RMB into HKD quoted by the People's Bank of China for five working days preceding the day on which the final dividend is declared.

LETTER FROM THE BOARD

TAXATION

Non-resident Enterprise Shareholders

For non-resident enterprise holders of H shares, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominee Limited, other nominees, trustees, or holders of H shares registered in the name of other groups and organisations, the Company will withhold and pay the enterprise income tax at the tax rate of 10% for such holders of H shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) .

In order to determine the list of holders of H Shares who are entitled to receive the final dividend, the H Share register of members of the Company will be closed from 30 June 2018 (Saturday) to 5 July 2018 (Thursday), both days inclusive, during which period no transfer of the H Shares will be effected. In order for holders of H Shares to be qualified for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 29 June 2018 (Friday), for registration.

LETTER FROM THE BOARD

Non-resident Individual Shareholders

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Administrative Measures of the State Administration of Taxation on Tax Convention Treatment for Non-resident Taxpayers (No. 60 of the Announcement of the State Administration of Taxation for 2016) (《國家稅務總局非居民納稅人享受稅收協定待遇管理辦法》) (國家稅務總局公告2016年第60號), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (國稅函[2011]348號), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H shares in respect of the dividend to be distributed to them. However, the individual holders of H shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H shares in the distribution of the dividend accordingly. In order to determine the list of holders of H Shares who are entitled to receive the final dividend, the H Share register of members of the Company will be closed from 30 June 2018 (Saturday) to 5 July 2018 (Thursday), both days inclusive, during which period no transfer of the H Shares will be effected. The Company will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the register of members of the Company (the “Registered Address”) on 29 June 2018 (Friday) and will withhold and pay the individual income tax based on the register of members of the Company as at 29 June 2018 (Friday).

LETTER FROM THE BOARD

If the country of domicile of the individual H Shareholder is not the same as the Registered Address, the individual H Shareholder shall notify the Company's H Share registrar and provide relevant supporting documents to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 29 June 2018 (Friday), for registration. If the individual H Shareholders do not provide the relevant supporting documents to the share registrar of the Company's H Shares within the said time period, the Company will determine the country of domicile of the individual H Shareholders based on the recorded Registered Address on 29 June 2018 (Friday). The Company will strictly comply with the relevant PRC tax laws and regulations to withhold for payment such appropriate income tax and the final dividend will only be payable to the Shareholders whose names appear on the Company's H Share register of members 29 June 2018 (Friday).

Should the holders of H shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H shares of the Company. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to comply with relevant PRC laws and regulations, the Board proposed to the Shareholders to approve the proposed amendments to the Articles of Association at the AGM by way of passing a special resolution set out in the notice of the AGM.

The proposed amendments to the Articles of Association[#] are as follows:

Original Article		Amended Article	
<i>Article 17</i>	<i>The registered capital of the Company is RMB183,930,780 comprising 1,839,307,800 ordinary shares with a nominal value of RMB0.10.</i>	Article 17	<i>The registered capital of the Company is RMB183,930,780 comprising 1,839,307,800 ordinary shares with a nominal value of RMB0.10.</i>

LETTER FROM THE BOARD

Original
Article

Amended
Article

*The structure of the share capital of
the Company:*

*天津市燃氣集團有限公司 (Tianjin
Gas Group Company Limited*)
contributed RMB129,754,780,
representing 70.54% of the
registered capital of the
Company;*

*Tang Jie contributed RMB4,170,000,
representing 2.27% of the
registered capital of the
Company;*

*The share capital of H shares
contributed RMB50,006,000,
representing 27.19% of the
registered capital of the Company.*

Except for the above proposed amendments, which are subject to Shareholders' approval by way of special resolution at the EGM, other provisions of the Articles of Association will remain unchanged.

[#] *The Articles of Association and the above proposed amendments set out in this circular are originally prepared in Chinese. The English version (including the English names of the PRC entities) herein is a translation of the Chinese version and is for reference only. In case of any inconsistency between the Chinese version and English version, the Chinese version shall prevail.*

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the AGM to be held on 26 June 2018 (Tuesday) at 3:30 p.m. at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the PRC is set out on pages 29 to 31 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.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend (if you are so entitled to) the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same as soon as possible 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 possible and in any event not later than 24 hours before the time appointed for holding the AGM (or where applicable, any adjournment thereof).

A reply slip for the purpose of informing the Company whether you will be attending (in person or by proxy) the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the same to the Company's office at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the PRC on or before 6 June 2018 in accordance with the instructions printed thereon.

RECOMMENDATION

The Directors believe that each of the proposed resolutions for consideration and approval by Shareholders at the AGM, including but not limited to the proposed re-election of retiring Directors and Supervisors, the proposed appointment of new Directors, proposed distribution of the final dividend for the year ended 31 December 2017 and the proposed amendment to the Articles 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 to be proposed at the AGM as set out in the notice of the AGM.

By Order of the Board
Tianjin Jinran Public Utilities Company Limited
Zhang Tian Hua
Chairman

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Ms. Tang Jie (唐潔), aged 50, graduated from the Tianjin Institute of Finance* (天津財經學院) (now known as the Tianjin University of Finance and Economics* (天津財經大學)), majoring in accounting, in 1991. Ms. Tang 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 had been appointed as a deputy general manager of the Company in 2001. Ms. Tang was appointed as an executive Director on 28 December 2001 and is responsible for making material decisions of the Company.

As at the Latest Practicable Date, Ms. Tang owned 41,700,000 Domestic Shares (approximately 2.27% of the issued share capital of the Company). Save as disclosed herein, Ms. Tang does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, she does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, and pursuant to her existing service contract, Ms. Tang was entitled to an aggregate annual remuneration of RMB50,000 (including discretionary bonuses and benefits) which is determined with reference to her role in the Company, the market rate and her performance during the period.

If re-elected, Ms. Tang will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

Save as disclosed above, as at the Latest Practicable Date, Ms. Tang did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Ms. Tang's re-election as a Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Hou Shuang Jiang (侯雙江), aged 49, was awarded with a bachelor's degree in chemical engineering from Tianjin University of Technology* (天津理工大學) (formerly known as Tianjin Institute of Technology* (天津理工學院)) in July 1991. Mr. Hou has accumulated more than 19 years of experience in the finance and capital markets sector. Prior to joining the Company, Mr. Hou worked as an officer in 中鋼集團天津地質研究院 (Sinosteel Tianjin Geological Academy*, formerly known as 冶金部天津地質調查所 (Ministry of Metallurgical Industry Tianjin Geological Academy*)) from July 1991 to April 1996, the deputy manager of the sales department of 天津匯金期貨經紀公司 (Tianjin Huijin Futures Brokerage Company*) in Zhengzhou from April 1996 to December 1999. From December 1999 to May 2000, Mr. Hou acted as an investment consultant of Yingda Securities Co., Ltd.* (英大證券有限責任公司). He was an investment consultant of Bohai Securities Co., Ltd* (渤海證券股份有限公司) from May 2000 to January 2013. From January 2013 to November 2013, Mr. Hou was the manager of the capital management department of 天津市津能投資公司 (Tianjin Jinneng Investment Company*). Mr. Hou has been the manager of the capital management department of Tianjin Energy, the intermediary holding company of Tianjin Gas since November 2013. Mr. Hou is a director of 津燃貿易諮詢有限公司 (Jinran Trading Consultancy Company Limited*), a wholly-owned subsidiary of Tianjin Gas. Mr. Hou is also a director and/or supervisor of one or more subsidiaries of Tianjin Energy. Mr. Hou was appointed as an executive Director on 3 March 2014.

Save as disclosed herein, Mr. Hou does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, and pursuant to his existing service contract, Mr. Hou was entitled to an aggregate annual remuneration of RMB50,000 (including discretionary bonuses and benefits) which is determined with reference to his role in the Company, the market rate and his performance during the period, of which Mr. Hou has waived since 1 January 2016.

If re-elected, Mr. Hou will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Hou did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Hou's re-election as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Ying Hua (張英華), aged 68, graduated from Tianjin University of Finance and Economics* (天津財經大學) ("TUFÉ"), majoring in the industrial management, in 1977. He obtained a master degree of Business Administration from the Oklahoma City University in 2001. He had been the deputy dean of the Faculty of Business, the head secretary general of the Communist Party of the Department of Corporate Management of TUFÉ from 2004 to 2007. He was the dean of the Faculty of Business of TUFÉ from 2007 and until 2010. Since then, Mr. Zhang has been a professor and doctoral advisor of the Department of Corporate Management of the Faculty of Business of TUFÉ, the dean of the Management Faculty and head of the management department of Zhujiang Management College* (珠江學院) of TUFÉ. He was awarded special subsidy by the State Council in 2009 to reward his contribution to the development of the study of society sciences to the PRC. Mr. Zhang was appointed as the independent non-executive Director on 16 June 2015.

Save as disclosed herein, Mr. Zhang does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, and pursuant to his existing service contract, Mr. Zhang was entitled to an aggregate annual remuneration of RMB50,000 (including discretionary bonuses and benefits) which is determined with reference to his role in the Company, the market rate and his performance during the period.

If re-elected, Mr. Zhang will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Zhang did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Zhang's re-election as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Yu Jian Jun (玉建軍), aged 54, graduated from the School of Architecture of Tianjin University* (now known as Tianjin Chengjian University* (天津城建大學)), majoring in gas engineering, in 1986. Mr. Yu is a professor and master advisor. Mr. Yu currently served 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* (中國城市燃氣學會) and a member of its Technology Committee. Mr. Yu is the deputy head of the City Construction Committee of Tianjin Democratic Construction Association* (天津民主建國會城建委員會), and an expert appointed by the Planning Office of Tianjin City* (天津市建設管理委員會). Mr. Yu was appointed as the independent non-executive Director on 16 June 2015.

Save as disclosed herein, Mr. Yu does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, and pursuant to his existing service contract, Mr. Yu was entitled to an aggregate annual remuneration of RMB50,000 (including discretionary bonuses and benefits) which is determined with reference to his role in the Company, the market rate and his performance during the period.

If re-elected, Mr. Yu will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Yu did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Yu's re-election as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Guo Jia Li (郭家利), aged 60, graduated from TUFU, majoring in Accounting, in August 1984. He had worked for Naval Air Force Jiaoxian Station of People's Liberation Army, and in the Tianjin City Hangu District Construction Company* (天津市漢沽區建築公司) from 1976 to 1980. Mr. Guo was the project manager of Tianjin Accounting Firm* (天津會計師事務所) from September 1984 to May 1995 and was the project manager of Tianjin Binhai Accounting Firm* (天津濱海會計師事務所) from May 1995 to May 1996. He was the deputy chief accountant of Tianjin Jiwei Accounting Firm* (天津吉威會計師事務所) from May 1996 to March 1997 and the chief accountant of Tianjin Licheng Accounting Firm* (天津利成會計師事務所) from March 1997 to January 2001. He served as chief accountant of the Tianjin branch of RSM Nelson Wheeler* (中瑞岳華會計師事務所) from January 2001 to November 2011. Since November 2011, Mr. Guo has been a partner of Tianjin branch of Shinewing Certified Public Accountants* (信永中和會計師事務所) (Special Ordinary Partnership). Mr. Guo was appointed as the independent non-executive Director on 16 June 2015.

Save as disclosed herein, Mr. Guo does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, and pursuant to his existing service contract, Mr. Guo was entitled to an aggregate annual remuneration of RMB50,000 (including discretionary bonuses and benefits) which is determined with reference to his role in the Company, the market rate and his performance during the period.

If re-elected, Mr. Guo will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Guo did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Guo's re-election as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Set out below are details of the Directors proposed to be appointed at the AGM.

EXECUTIVE DIRECTOR

Mr. Zhao Wei (趙維), aged 54, graduated from the Industrial Management Engineering Department (工業管理工程系) of Tianjin University of Technology* (天津理工大學) (formerly known as Tianjin Institute of Technology* (天津理工學院)) majoring in engineering management in 1986, and graduated from Party School of the Central Committee of the Communist Party of China (“CPC”) (中共中央黨校) as an on-the-job graduate in legal theory in 2009. He is also a senior political officer and senior economist. From 1986 to 2008, Mr. Zhao held various positions at Tianjin Gas Corporation* (天津市煤氣總公司), Division of the Urban and Rural Planning and Construction and Transportation Committee of the Tianjin Committee of the CPC* (天津市委城建工委幹部處), and Tianjin Pipeline Engineering Group (天津市管道工程集團). In 2008, Mr. Zhao joined Tianjin Gas Group Company Limited (“Tianjin Gas”, the controlling shareholder of the Company) as the secretary of the disciplinary committee, and later served as deputy Party secretary and the secretary of the disciplinary committee in Tianjin Gas from May 2011 to 2013. Mr. Zhao served as the deputy Party secretary and the secretary of the disciplinary committee in Jinran China Resources Gas Co., Ltd (a subsidiary of Tianjin Gas) from February 2013 to February 2015, and served as the deputy chief trainer and managing vice president of the Party School of the Group in Tianjin Energy Investment Company Limited (“Tianjin Energy”, the intermediary holding company of Tianjin Gas) from February 2015 to February 2017. Mr. Zhao has been the Party secretary and Chairman of Tianjin Binhai Gas Group Company Limited (天津濱海燃氣集團有限公司) (a subsidiary of Tianjin Gas) since 2017.

Save as disclosed herein, Mr. Zhao does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

If elected, Mr. Zhao will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Zhao did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Zhao's appointment as an executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Wang Quan Hong (王全鴻) (“Mr. Wang”), aged 54, graduated from Tianjin Open University in 1988, majoring in industrial enterprise management. He was educated at the Party School of the Central Committee of the Communist Party of China (“CPC”) (中共中央黨校) majoring in political science and law from 1998 to 2000. He was also educated at Tianjin Chengjian University (天津城建大學), formerly known as Tianjin Urban Construction Institute (天津城市建設學院), majoring in building environment and equipment engineering from March 2007 to July 2009. He is a senior political worker and a safety engineer. From 2003 to 2013, Mr. Wang held various positions in Tianjin Gas Group Company Limited (天津市燃氣集團有限公司, “Tianjin Gas”). From November 2013 to September 2015, he served as the manager and deputy manager of the safety and environmental protection department as well as the director of the safety supervision office in Tianjin Energy Investment Company Limited (天津能源投資集團有限公司). From September 2015 to 2017, Mr. Wang was the deputy manager of Tianjin Gangyi Heat Supply Company Limited (天津港益供熱有限責任公司), being a subsidiary of Tianjin Gas. Since 2017, he has served as the deputy manager in Tianjin Heat Company Limited (天津市熱力有限公司), a subsidiary of Tianjin Gas. Mr. Wang is appointed as the general manager of the Company on 19 April 2018.

Save as disclosed herein, Mr. Wang does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

If elected, Mr. Wang will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Wang did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Wang's appointment as an executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Wang Jing (王勁), aged 49, graduated from the Tianjin Institute of Finance (天津財經學院) (now known as the Tianjin University of Finance and Economics (天津財經大學)), majoring in accounting in 1992 and graduated from Tianjin University (天津大學) majoring in industrial engineering in 2012. He is also an assistant accountant. Mr. Wang served as assistant to General Manager and Deputy General Manager in Tianjin Automotive Gear Co., Ltd.* (天津汽車齒輪有限公司) from 1992 to 2009. Mr. Wang was the deputy manager of the capital management department of Tianjin Jinneng Investment Company* (天津市津能投資公司) from March 2009 to April 2010, and served as the President of Tianjin Seasun Electronics Industry Co., Ltd. (新巨升電子工業有限責任公司) and the secretary of general Party branch and general manager of Tianjin Jinneng Battery Technology Co., Ltd. (天津市津能電池科技有限公司) (a subsidiary of Tianjin Energy) from April 2010 to 2015. Mr. Wang was the deputy general manager of Tianjin Binhai Gas Group Company Limited (a subsidiary of Tianjin Gas) from September 2015 to April 2017 and has been the deputy manager of the capital management department of Tianjin Energy since April 2017.

Save as disclosed herein, Mr. Wang does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

If elected, Mr. Wang will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Wang did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Wang's appointment as a non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Zhao Henghai (趙恒海), aged 49, graduated from the School of Architecture of Tianjin University (now known as Tianjin Chengjian University (天津城建大學)), majoring in urban gas and heat energy engineering in 1990 and is a senior engineer. From 1990 to 2002, Mr. Zhao held various positions at Tianjin Gas Corporation and Tianjin Natural Gas Company (天津市天然氣公司). From December 2002 to February 2013, Mr. Zhao was the deputy director and director of Business Management Department (營業管理部) of Tianjin Gas, and was the director of the Business Management Department and the director of Anti-piracy Office (打盜辦) of Jinran China Resources Gas Co., Ltd (a subsidiary of Tianjin Gas) from February 2013 to February 2015. Mr. Zhao has been the deputy manager of Gas Industry Department (燃氣產業部) of Tianjin Energy since February 2015.

Save as disclosed herein, Mr. Zhao does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

If elected, Mr. Zhao will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Zhao did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Zhao's appointment as a non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Set out below are details of the Supervisors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

SHAREHOLDERS REPRESENTATIVE SUPERVISOR

Mr. Yang Hu Ling (楊虎嶺), aged 57, graduated from Jiangnan University* (江南大學) (formerly known as Wuxi Light Industry College* (無錫輕工業學院)) in July 1983 with a bachelor degree, majoring in Chemical Engineering and is a certified public accountant. Since August 1983, he worked in The Tianjin Municipal Economic Committee* (天津市經濟委員會), The First Light Industry Bureau of Tianjin City* (天津市第一輕工業局), The Tianjin Municipal Finance Bureau* (天津市財政局), Tianjin Huajin Accounting Firm* (天津華錦會計師事務所), Tianjin Accounting Firm and Tianjin Wuzhou Certified Public Accountants* (天津五洲聯合合夥會計師事務所). Mr. Yang held various positions in Tianjin Jinneng from December 2001 to November 2013, and as the deputy manager of the discipline supervision chamber (audit and inspection department) of Tianjin Energy from November 2013 to December 2014. He has been the deputy head/manager of the discipline inspection chamber (audit department) of Tianjin Energy since December 2014. Mr. Yang is also a director and/or supervisor of one or more subsidiaries of Tianjin Energy, and has been the deputy manager of the audit department of Tianjin Energy since January 2017. Mr. Yang was appointed as a Shareholders representative Supervisor on 16 June 2015.

Save as disclosed herein, Mr. Yang does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, Mr. Yang received an aggregate emoluments of RMB50,000 (among which, RMB50,000 was payable pursuant to his Supervisor service contract with the Company) of which Mr. Yang has waived since 1 January 2015, which is determined with reference to his role in the Company, the market rate and his performance during the period.

If re-elected, Mr. Yang will enter into a new Supervisor service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Yang did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Yang's re-election as the Chairman of the Supervisory Committee and the Shareholder representative Supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

INDEPENDENT SUPERVISORS

Ms. Xu Hui (許暉), aged 51, has obtained a doctoral degree in Management in Nankai University in June 2002 and is a professor and postdoctoral fellow in the Project Management Postdoctoral Research Workshop* (管理工程博士後研究工作站) of Tianjin University. From January 1997, Ms. Xu has been teaching in the Department of Marketing, Faculty of Business, Nankai University. She is a member of the China Association of International Trade* (中國國際貿易學會) and the Tianjin Association of International Trade* (天津市國際貿易學會). Ms. Xu was appointed as an independent Supervisor on 16 June 2015.

Save as disclosed herein, Ms. Xu does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, she does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, Ms. Xu received an aggregate emoluments of RMB50,000 (among which, RMB50,000 was payable pursuant to her Supervisor service contract with the Company), which is determined with reference to her role in the Company, the market rate and her performance during the period.

If re-elected, Ms. Xu will enter into a new Supervisor service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Ms. Xu did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Ms. Xu's re-election as a Supervisor, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Liu Zhi Yuan (劉志遠), aged 54, graduated from Qinghai Normal University* (青海師範大學) (formerly known as Qinghai Normal Collage* (青海師範學院)), majoring in physics, in 1982. He obtained master and doctorate degree in Business Administration from Nankai University* (南開大學) 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 2015. He currently serves as an independent director of Qingdao Hisense Electronics Co., Ltd.* (青島海信電器股份有限公司) (SH Stock Code: 600060), Zhejiang China Commodities City Group Company Limited* (浙江義烏小商品城集團股份有限公司) (SH Stock Code: 600415) and Tianjin Realty Development (Group) Company Limited* (天津市房地產發展(集團)股份有限公司) (SH Stock Code: 600322), 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. (天津津濱發展股份有限公司) (SZ Stock Code: 000897), whose shares are listed on the Shenzhen Stock Exchange (the "SZSE"). In addition, Mr. Liu has also served as an independent executive director of Shanghai Fudan Forward Science & Technology Company Limited* (上海復旦複華科技股份有限公司) (SH Stock Code: 600624) listed on the SSE from 30 June 2009 to 27 October 2015; an independent executive director of LuXshare Precision Industry Company Limited* (立訊精密工業股份有限公司) (SZ Stock Code: 002475) listed on SZSE from 22 February 2009 to 17 April 2015; and an independent executive director of Tianjin Motor Dies Company Limited* (天津汽車模具股份有限公司). Mr. Liu was appointed as an independent Supervisor on 22 June 2016.

Save as disclosed herein, Mr. Liu does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, Mr. Liu received an aggregate emoluments of RMB50,000 (among which, RMB50,000 was payable pursuant to his Supervisor service contract with the Company), which is determined with reference to his role in the Company, the market rate and his performance during the period.

If re-elected, Mr. Liu will enter into a new Supervisor service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Mr. Liu did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Mr. Liu's re-election as a Supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Set out below are details of the staff representative Supervisors who have been re-elected/elected as the staff representative Supervisors at the staff representatives' meeting.

STAFF REPRESENTATIVE SUPERVISOR

Ms. Hao Li (郝力), aged 48, graduated from the School of Tianjin Committee of the Communist Party* (中共天津市委黨校), majoring in economics and management, in 2005. She worked in the planning department of Tianjin Gas from 1988 to 2005, and subsequently joined the Company and worked in the management department. Ms. Hao was appointed as a Supervisor on 25 June 2007.

Save as disclosed herein, Ms. Hao does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, she does not have other major appointments and professional qualifications.

For the year ended 31 December 2017, Ms. Hao received an aggregate emoluments of RMB319,864 (among which, RMB50,000 was payable pursuant to her Supervisor service contract with the Company) of which Ms. Hao has waived since 1 January 2015, which is determined with reference to her role in the Company, the market rate and her performance during the period.

Ms. Hao will enter into a new Supervisor service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Ms. Hao did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Ms. Hao's re-election as a Supervisor, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. You Huiyan (游惠燕), aged 35, graduated from Hebei University of Technology majoring in communications engineering in 2006 and obtained a master's degree in accounting from Nankai University in 2015. Since 2006, she has worked for Tianjin Jinneng Battery Technology Co., Ltd. and Tianjin Liquefied Natural Gas Co., Ltd. (天津液化天然氣有限責任公司). Ms. You has been working in the Internal Audit Department of the Company since May 2017.

Save as disclosed herein, Ms. You does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the past three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

Ms. You will enter into a service contract with the Company for a term of three years commencing from the conclusion of the AGM and ending on the conclusion of the annual general meeting of the Company to be held in 2021.

As at the Latest Practicable Date, Ms. You did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to Ms. You's appointment as a staff representative Supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the 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 Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, the People’s Republic of China on 26 June 2018 (Tuesday) at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following ordinary 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 2017.
2. To approve the appropriation to statutory surplus reserve for the year 2017.
3. To re-appoint Ernst & Young Hua Ming LLP as the Company’s auditors and authorize the board of directors of the Company to fix their remuneration.
4. To re-elect or appoint (if applicable) the following candidates as (i) executive directors of the Company; (ii) non-executive directors of the Company; (iii) independent non-executive directors of the Company; (iv) shareholders’ representative supervisor of the Company and (v) independent supervisors of the Company (pass as a separate resolution):
 - (i)
 - (a) Mr. Zhao Wei
 - (b) Ms. Tang Jie
 - (c) Mr. Wang Quan Hong
 - (ii)
 - (a) Mr. Hou Shuang Jiang
 - (b) Mr. Wang Jin
 - (c) Mr. Zhao Heng Hai

NOTICE OF AGM

- (iii) (a) Mr. Zhang Ying Hua
 - (b) Mr. Yu Jian Jun
 - (c) Mr. Guo Jia Li

 - (iv) (a) Mr. Yang Hu Ling

 - (v) (a) Ms. Xu Hui
 - (b) Mr. Liu Zhi Yuan
5. 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.
6. To declare a final dividend of RMB0.017 per share of the Company for the year ended 31 December 2017.

SPECIAL RESOLUTION

7. To approve the proposed amendments to the Articles of Association of the Company (the details of which are set out on page 9 to 10 of the circular of the Company).

By Order of the Board
Tianjin Jinran Public Utilities Company Limited
Zhang Tian Hua
Chairman

Tianjin, PRC, 11 May 2018

NOTICE OF AGM

Notes:

- (a) Shareholders of the Company are reminded that, pursuant to Article 40 of the articles of association of the Company, the register of members of the Company will be closed from 27 May 2018 (Sunday) to 26 June 2018 (Tuesday), 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 25 May 2018 (Friday) (after closing of trading), are 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 25 May 2018.
- (b) 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 needs not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy.
- (c) Voting at the AGM shall be taken by poll.
- (d) To be valid, the proxy form for the use of shareholders and, if such proxy form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company (for holders of domestic shares) and the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares) in accordance with Note (g) as soon as practicable and in any event not later than 24 hours before the time appointed for holding the AGM (or where applicable, any adjournment thereof).
- (e) Shareholders of the Company who intend to attend the AGM are required to complete and return to the Company the reply slip by 6 June 2018 (Wednesday). Further details are set out in the reply slip and explanation thereto.
- (f) Completion and return of the proxy forms and reply slip will not affect the right of the shareholders of the Company to attend and vote at the AGM, if the shareholders of the Company so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (g) Shareholders of the Company shall deliver the proxy forms (and a notarially certified copy of the power of attorney or other authority if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority) to the office of the Company at Floor 9, Gangao Tower, No.18 Zhengzhou Road, Heping District, Tianjin, The 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.
- (h) Shareholders of the Company and proxies attending the AGM shall be responsible for their own transportation and accommodation expenses.