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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 JUNE 2024  
AND  
CHANGE OF DIRECTORS, SUPERVISOR AND COMPOSITION OF BOARD  
COMMITTEES**

Reference is made to the notice of the annual general meeting (the “AGM”) and the circular (the “Circular”) of Tianjin Jinran Public Utilities Company Limited (the “Company”), both dated 5 June 2024. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

At the AGM held on 27 June 2024, all proposed resolutions (as set out in the notice of the AGM) were passed on a poll. The poll results are as follows:

Ordinary resolutions		Number of votes (approximate %)			Total votes				
		For	Against	Abstain					
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.	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800				
2.	To appoint Wuyige Certified Public Accountants LLP as the Company's auditors and to approve their remuneration.	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800				
3.	To re-elect or appoint (if applicable) the following candidates (each to be considered as a separate resolution) as:								
(i)	executive Directors								
(a)	Wang Cong					1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
(b)	Tang Jie					1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
(c)	Sun Liangchuan	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800				

Ordinary resolutions		Number of votes (approximate %)			Total votes	
		For	Against	Abstain		
4.	(ii)	non-executive Directors				
	(a)	Zhang Jinghan	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
	(b)	Sha Caiping	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
	(c)	Yang Zufeng	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
	(iii)	independent non-executive Directors				
	(a)	Yu Jian Jun	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
	(b)	Ji Xuefeng	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
	(c)	Bai Mo	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
	(iv)	shareholders' representative Supervisor				
	(a)	Xu Peng	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800
(v)	independent Supervisors					
(a)	Liu Zhi Yuan	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800	
(b)	Bian Hong	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800	
		To consider and approve the remuneration of the Directors and Supervisors respectively; and the Board be authorised to approve the service contracts of the Directors and Supervisors and other relevant documents.	1,339,247,800 (100%)	0 (0%)	0 (0%)	1,339,247,800

As more than half of the votes were cast in favour of each resolution, all the resolutions were passed as ordinary resolutions.

Notes:

- (a) Full text of the resolutions is set out in the notice of the AGM.
- (b) The total number of Shares in issue as at the date of the AGM, and the total number of Shares entitling the holders to attend and vote on a resolution at the AGM: 1,839,307,800 Shares.
- (c) There were no restrictions on the Shareholders to cast any votes on any resolution under the Articles. No Shareholders were required under the Listing Rules to abstain from voting. There were no Shares entitling the holders to attend and abstain from voting in favour of a resolution at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any resolution at the AGM. No Shares were actually voted but excluded from calculating the poll results.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as the scrutineer for the poll voting at the AGM.

Mr. Wang Cong, Ms. Tang Jie and Mr. Zhang Jinghan attended the AGM.

## CHANGE OF DIRECTORS, SUPERVISOR AND COMPOSITION OF BOARD COMMITTEES

With the approval of the Shareholders at the AGM, the following changes of Directors and Supervisor have taken effect from 27 June 2024:

- (1) Ms. Sha Caiping and Mr. Yang Zufeng's appointment as non-executive Directors; Ms. Ji Xuefeng and Mr. Bai Mo's appointment as independent non-executive Directors; and Mr. Bian Hong's appointment as an independent Supervisor; and
- (2) Ms. Wu Fang and Ms. Guan Na's retirement as non-executive Directors; Mr. Zhang Ying Hua and Mr. Guo Jia Li's retirement as independent non-executive Directors; and Ms. Xu Hui's retirement as an independent Supervisor.

Each of Ms. Wu Fang, Ms. Guan Na, Mr. Zhang Ying Hua, Mr. Guo Jia Li and Ms. Xu Hui has confirmed that she/he has no disagreement with the Board, and there are no other matters relating to her/his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to each of them for their contribution to the Company during their term of office.

More information about the new Directors and Supervisor are set out in the Circular and the appendix to this announcement. Each of Ms. Ji and Mr. Bai have confirmed she/he meets the criteria for assessing independence set out in Rule 3.13 of the Listing Rules; that she/he does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company (other than their directorship in the Company); and that there are no other factors that may affect her/his independence, respectively.

Upon the conclusion of the AGM and following the changes of Directors mentioned above, with effect from 27 June 2024:

- (1) The members of the Audit Committee are: Mr. Bai Mo (Chairperson), Mr. Yu Jian Jun and Ms. Ji Xuefeng;
- (2) The members of the Nomination Committee are: Mr. Wang Cong (Chairperson), Mr. Yu Jian Jun and Ms. Ji Xuefeng; and
- (3) The members of the Remuneration Committee are: Ms. Ji Xuefeng (Chairperson), Ms. Sha Caiping and Mr. Bai Mo.

Upon the conclusion of the AGM and following the change of Supervisor mentioned above, with effect from 27 June 2024, the new session of the Supervisory Committee of the Company comprises: Mr. Xu Peng as a Shareholders' representative Supervisor; Ms. You Hui Yan and Ms. Zhang Tingting as staff representative Supervisors; and Mr. Liu Zhi Yuan and Mr. Bian Hong as independent Supervisors.

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

Tianjin, PRC, 27 June 2024

*As at the date of this announcement and following the conclusion of the AGM, the Board comprises three executive Directors, namely Mr. Wang Cong (Chairman of the Board), Ms. Tang Jie and Mr. Sun Liangchuan, three non-executive Directors, namely Mr. Zhang Jinghan, Ms. Sha Caiping and Mr. Yang Zufeng and three independent non-executive Directors, namely Mr. Yu Jian Jun, Ms. Ji Xuefeng and Mr. Bai Mo.*

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

## BIOGRAPHIES OF THE NEW DIRECTORS AND SUPERVISOR

### Non-executive Directors

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

Ms. Sha joined Tianjin City Tanggu Gas Co., Limited (天津市塘沽燃氣有限公司, formerly known as Tianjin City Tanggu Gas Corporation (天津市塘沽煤氣公司)) in July 1997, and undertook various positions. Among other things, she served as the 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 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.

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

He participated in the management of the infrastructure engineering department of Tianjin Gas 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.

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.

## Independent non-executive Directors

**Ms. Ji Xuefeng (紀雪峰)**, aged 46, graduated from Nankai University in China with a Bachelor of Arts, specialising in English in June 2001, and was conferred a Juris Master degree by Nankai University in June 2004. She holds the qualification of second grade lawyer conferred by the Tianjin Municipal Human Resources and Social Security Bureau. Ms. Ji has been engaging in legal practice in China. Her practice areas include corporate and commercial law, international investment/finance, restructuring, merger and acquisitions and finance. Since 2019, she has been a director of Anli (Tianjin) Partners, which entered in June 2021 and July 2023 an agreement that qualified the law firm as one of the external law firms eligible to provide legal service to Tianjin Energy Investment Company Limited (天津能源投資集團有限公司), the Company's indirect controlling shareholder, in two years, provided that a written agreement for legal service shall be executed by the parties before Tianjin Energy Investment Company Limited engages the law firm for service. Given Ms. Ji's confirmation that she and the said law firm have never provided any service to Tianjin Energy Investment Company Limited, together with the fact that there are over 40 eligible external law firms that are qualified to provide service to Tianjin Energy Investment Company Limited, the Company considers that Ms. Ji can meet the requirements under the Listing Rules in relation to the independence of an independent non-executive director. Ms. Ji was awarded the title of "The Belt and Road Initiative Top Ten Lawyers" in December 2019. As of the date of this announcement, Ms. Ji is a vice-director of Tianjin Lawyers Association; a member of the Pool of Chief Legal Consultation Experts of Tianjin Law Society; a representative of Tianjin People's Congress; a representative of Heping District of Tianjin People's Congress; an expert from the First Major Administrative Decision-Making Consultation and Argumentation of Tianjin Municipal People's Government; a coordinator of Spain Working Group by the Belt and Road International Lawyers Association; a member of the team of lawyers of the Fifth Session of the Typical Cases of "Belt and Road" Legal Services providing special legal services for a 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; an 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.

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

**Mr. Bai Mo (白默)**, aged 47, graduated from the School of Business and Tourism Management of Shenyang University, China, with a bachelor's degree in economics, in July 1999. He obtained a master's degree in management from Shenyang University in June 2003. He was conferred a Doctorate in Management by Nankai University, specializing in business administration and accounting in December 2011. Mr. Bai was appointed as a professor of Tianjin University of Commerce, China in December 2017. Currently, he is an associate dean (in charge) of the Accounting School, and a professor in the Financial Management Department of the Tianjin University of Commerce, China. He was a visiting scholar of the University of Sydney, Australia, from 13 August 2019 to 23 August 2019. 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).

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.

### **Supervisor**

**Mr. Bian Hong (邊泓)**, aged 55, graduated from Nankai University in China with a Bachelor of Economics in July 1991, majoring in Economic Information. He obtained a master and 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).

He 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.

The term of the above new Directors and Supervisor is 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.

Each of the above Directors and Supervisor has confirmed that, save as disclosed in the Circular and this announcement, there is no other matters in relation to his/her appointment 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.