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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)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO RENEWAL OF CONSTRUCTION TRANSACTION

On 31 December 2025, the Company and Jinran China Resources entered into the New Framework Agreement regarding the provision of construction and other services by Jinran China Resources and/or its associated companies to the Group for the three years ending 31 December 2028, in light of the scheduled expiry of the Existing Framework Agreement.

LISTING RULES IMPLICATIONS

Jinran China Resources is a controlling shareholder and thus a connected person of the Company. The entering into of the New Framework Agreement by the Company and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio for the highest Annual Cap exceeds 5%, the New Framework Agreement is therefore subject to, reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

The circular and a notice of the EGM are expected to be published on or before 22 January 2026.

THE NEW FRAMEWORK AGREEMENT

Reference is made to the announcement of the Company dated 18 January 2023 and the circular of the Company dated 24 February 2023. The Existing Framework Agreement between the Company and Jinran China Resources regarding the provision of construction and other services by Jinran China Resources and/or its associated companies to the Group will expire on 31 December 2025. The Company and Jinran China Resources entered into the New Framework Agreement on 31 December 2025.

The principal terms of the New Framework Agreement are summarised as follows:

Date:

31 December 2025

Parties:

(i) The Company

(ii) Jinran China Resources

Major terms:

Pursuant to the New Framework Agreement, Jinran China Resources agreed that during the Contract Term, Jinran China Resources and/or its associated companies will undertake the Group's gas pipeline projects, supporting facilities construction projects, indoor gas meters installation projects, other outdoor and indoor gas facilities construction, renovation and renewal construction projects, integrated energy, etc. and provide services such as inspection, design, supervision, entrusted procurement, entrusted installation, construction, maintenance services during the quality maintenance period.

Individual contracts will be entered into, and specific terms including scope of works, term, fees and payment schedule will be set out thereunder. The fees under these individual contracts shall be on normal commercial terms, determined on a fair and reasonable basis, and will be no less favourable than fees that the Group could obtain from independent third parties. Where the pricing of the subject matter under an individual contract has been prescribed by the government (the "**State Price**"), such State Price shall be followed. If there is no State Price, the price shall be determined based on the market price (or if there is no market price, determined with reference to the actual costs plus a reasonable fee). These individual contracts shall applicable laws and regulations, including the Lising Rules.

Conditions precedent:

The New Framework Agreement will be effective upon (i) its execution; (ii) the approval of the Board and the Independent Shareholders (if required); and (iii) completion of necessary approval procedures of Jinran China Resources.

Annual Caps for the Contract Term:

The Annual Caps under the New Framework Agreement (in terms of the total settlement amount, calculated based on the settlement date of relevant expenses under each project) are as follows:

Period	**Annual Cap** *(tax inclusive)*
Year ending 31 December 2026	RMB107.9 million
Year ending 31 December 2027	RMB99.5 million
Year ending 31 December 2028	RMB97.2 million

Where the settlement amount of a proposed project, if accumulated with the total settlement amount, will exceed the Annual Cap, Jinran China Resources and/or its associated companies shall not provide services. In such event, the parties shall halt any business negotiation, until the Company having complied with all relevant requirements under applicable laws, regulations and rules (including the Listing Rules).

BASIS FOR DETERMINING THE ANNUAL CAPS

Set out below are the annual cap amounts and the actual transaction amounts (all tax inclusive) in respect of the pipeline construction and design services, etc. received by the Group from Jinran China Resources and/or its associated companies for the periods indicated:

For the year ended 31 December 2023 *(RMB million)*		**For the year ended 31 December 2024** *(RMB million)*		**For the year ended 31 December 2025** *(RMB million)*	**For the ten months ended 31 October 2025** *(RMB million)*
Annual cap	*Actual transaction amount*	*Annual cap*	*Actual transaction amount*	*Annual cap*	*Actual transaction amount*
141	76	124	33	77	17

* *Unaudited and unreviewed preliminary figure based on information currently available, subject to adjustment and final audit.*

The Company is currently upgrading the gas equipment and facilities for its gas users. It is expected that the plan will continue during the Contract Term. The Annual Caps are calculated with reference to (i) the historical transaction amounts; (ii) the new construction, design, upgrade and alteration projects proposed to be carried out by the Group during the Contract Term in line with the "15th Five-Year Plan", including the continued advancement of urban renewal projects; (iii) the Group's ongoing plan to upgrade gas equipment and facilities, and to renew and renovate the existing pipe network; (iv) the Group's development of integrated energy solutions and comprehensive services to broaden its business channels; (v) the expected number of projects which could possibly be awarded to Jinran China Resources and/or its associated companies taking into account the relevant certifications of Jinran China Resources and/or its associated companies; and (vi) market prices of similar services.

The Directors (excluding the independent non-executive Directors who will form their view after considering the advice from the Independent Financial Adviser) consider that the Annual Caps are fair and reasonable taking into account the above factors.

INTERNAL CONTROL AND PRICING POLICY

To ensure that the terms of services provided by Jinran China Resources and/or its associated companies are no less favourable than those provided by independent third parties, the Company has adopted the following measures:

1. The management of the Company will conduct regular checks to review and assess whether the transactions contemplated under the New Framework Agreement are conducted in accordance with its terms and will also be regularly up to date with the market prices and conditions for the purpose of considering if the fees to be paid to Jinran China Resources and/or its associated companies by the Group under the separately-entered construction and design service contracts are fair and reasonable;

2. The Company's external auditors will be engaged to report on the New Framework Agreement and the Annual Caps; and

3. The independent non-executive Directors will conduct an annual review of the implementation and enforcement of the transactions contemplated under the New Framework Agreement.

The selection of the supplier of individual project (each a "**Project**") will be determined (a) through public tender if so required by the relevant PRC laws, rules and regulations; or (b) if a public tender is not required, in accordance with the applicable PRC laws, rules and regulations and through the Group's internal procurement procedures, which will be conducted by reference to tender procedures with not less than three participating suppliers (including Jinran China Resources).

Procurement procedures:

1. A maximum estimated price will be set for a Project by an independent construction surveying consultancy company engaged by the Group.

2. The maximum estimated price will be based on the total estimated costs (for example, the estimated costs of raw material, labour costs, area covered, estimated time of project etc.) and all costs related to the provision of service.

3. Applicants who intend to participate may provide their quotation with reference to the maximum estimated price.

4. The merits of the applications and participating suppliers will be assessed (a) in case of a public tender, through the tender procedures required by relevant PRC laws, rules and regulations by a tender evaluation committee; or (b) by the Group if a public tender is not required. Assessment will be made with reference to the criteria set out in the paragraph headed "Assessment criteria for the participating suppliers" below.

5. If the quotation offered by the participating supplier is above the maximum estimated price, the procurement procedure will be forfeited, in which case a new procurement procedure will start again. This is to ensure that the connected parties are not treated any more favourable or are not able to benefit from the connected transaction.

6. Where a public tender is not required but the number of suppliers participating in a procurement procedure is less than three, the Group will negotiate with the suppliers who meet all the qualifications.

Assessment criteria for the participating suppliers:

1. The legality of the participating supplier;

2. The management ability of the participating supplier;

3. The experience and reputation of the participating supplier;

4. The financial status of the participating supplier;

5. The adequacy of the team directly involved in the project of the participating supplier;

6. The mechanical and technical abilities of the participating supplier; and

7. The quotation offered by the participating supplier.

The finance department of the Company monitors the aggregated invoiced and settlement amount regularly in order to ensure that such aggregated amount will not exceed the Annual Cap. The finance department of the Company will estimate the expected amount to be settled based on the progress and payment schedule of Projects, and will notify the general manager of the Company of such expected transaction amount and the aggregated transaction amount. The Board shall eventually determine if the Annual Cap should be revised upward in accordance with the Listing Rules.

REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW FRAMEWORK AGREEMENT

The Group requires services such as construction and design services for its gas construction and engineering projects during its ordinary and usual course of business. The New Framework Agreement renews the subject matter under the Existing Framework Agreement, will expire on 31 December 2025.

The Company considers that Jinran China Resources and/or its associated companies are specialised and experienced in construction projects through years of cooperation between the Group, Tianjin Energy, Jinan China Resources and its associated companies. Also, since both parties are familiar with each other's background, communication between parties would be faster and easier, risks and costs for transaction will also be reduced. As described above, suppliers of individual Project will be selected and determined through public tender procedures conducted in accordance with relevant PRC laws, rules and regulations, or the Group's internal procurement procedures to promote and ensure the fairness and reasonableness of the terms of each Project. The entering into of the New Framework Agreement could provide flexibility to the Group to cooperate with Jinran China Resources and its associated companies and promote smooth operations if Jinran China Resources and/or its associated companies are awarded any Project through the procurement procedures.

The Board (excluding the independent non-executive Directors who will form their view after considering the advice from the Independent Financial Adviser) considers that the New Framework Agreement is entered into in the ordinary and usual course of business of the Group after arm's length negotiation between the Company and Jinran China Resources, and the terms of the New Framework Agreement (including the Annual Caps) are of normal commercial terms or better, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE GROUP

The Group's principal activities are the operation and management of gas pipeline infrastructure and the sale and distribution of piped gas in the PRC.

INFORMATION JINRAN CHINA RESOURCES

Jinran China Resources is a controlling shareholder of the Company, which holds 1,297,547,800 domestic shares of the Company, representing approximately 70.54% of the issued shares of the Company, as of the date of this announcement. Jinran China Resources is held as to 51% by Tianjin Gas and as to 49% by China Resources Gas (Hong Kong) Investment Limited (a wholly-owned subsidiary of China Resources Gas Group Limited (the shares of which are listed on the Stock Exchange)). The ultimate beneficial owner of Tianjin Gas is the State-owned Assets Supervision and Administration Commission of the Tianjin Municipal People's Government, a special commission directly under the Tianjin Municipal People's Government.

The principal businesses of Jinran China Resources include operation of gas pipeline infrastructure, supply of natural gas to other gas supply operators in the Tianjin area, the sales and distribution of piped gas to end users and the sale of gas appliances and equipment in connection with gas supply in certain areas of Tianjin.

LISTING RULES IMPLICATIONS

Jinran China Resources is a controlling shareholder and thus a connected person of the Company. The entering into of the New Framework Agreement by the Company and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio for the highest Annual Cap exceeds 5%, the New Framework Agreement is therefore subject to, reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Wang Cong (an executive Director), Mr. Zhang Jinghan, Ms. Sha Caiping and Mr. Yang Zufeng (each a non-executive Director) held concurrent positions in Jinran China Resources and/or its related company(ies). For good corporate governance practice, each of them has abstained from voting on the resolutions in relation to the New Framework Agreement. Save as disclosed above, none of the Directors have to abstain from voting on the New Framework Agreement for having a material interest in the New Framework Agreement.

An Independent Board Committee comprising the independent non-executive Directors has been established to advise the Independent Shareholders on the New Framework Agreement. Gram Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the same.

A circular containing, among other things, (i) further details of the New Framework Agreement, (ii) the advice from the Independent Board Committee to the Independent Shareholders; (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders, and a notice convening the EGM, are expected to be published on or before 22 January 2026.

Jinran China Resources and its associates will abstain from voting in connection with the New Framework Agreement at the EGM.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"Annual Cap"	the annual cap of total settlement amount under the New Framework Agreement
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"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 People's Republic of China, whose H shares are listed on the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Contract Term"	from the effective date of the New Framework Agreement (or if all condition precedents of the New Framework Agreement are satisfied before 1 January 2026, from 1 January 2026) to 31 December 2028
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving (among other things) the New Framework Agreement
"Existing Framework Agreement"	the engineering works framework agreement dated 18 January 2023 entered into between the Company and Jinran China Resources for the three years ending 31 December 2025
"Group"	the Company and its subsidiaries
"Independent Board Committee"	the independent board committee of the Company comprising Mr. Yu Jian Jun, Ms. Ji Xuefeng and Mr. Bai Mo, the independent non-executive Directors
"Independent Financial Adviser" or "Gram Capital"	Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the New Framework Agreement and the transactions contemplated thereunder
"Independent Shareholders"	Shareholders other than those who are required by the Listing Rules to abstain from voting on the resolution(s) approving the New Framework Agreement

"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
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"New Framework Agreement"	the engineering works framework agreement dated 31 December 2025 entered into between the Company and Jinran China Resources
"normal commercial terms or better"	has the meaning ascribed to it under the Listing Rules
"PRC"	The People's Republic of China, and for the purpose of this announcement, does not include the Hong Kong Special Administrative Region of the People's Republic of China, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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
"Tianjin Gas"	天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited), a state-owned enterprise established in the PRC with limited liability

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

Tianjin, the PRC, 31 December 2025

As at the date of this announcement (and prior to the change of Directors coming into effect on the same date), 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, the English names of certain PRC entities and persons are translations of their Chinese names and included herein for identification purpose only. If there is any inconsistency, the Chinese names shall prevail.

Certain figures in this announcement have been subject to rounding adjustments. This announcement contains forward-looking statements that reflect the Company's beliefs, plans or expectations about the future. These statements are based on a number of assumptions, current estimates and projections, and are therefore subject to inherent risks, uncertainties and other factors. Neither the Company nor its directors, officers, employees, agents, affiliates, advisers or representatives assume any responsibility to update, supplement or correct these statements or to adapt them to future events or developments.