THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF EGM

A letter from the Board dated 16 January 2019 is set out on pages 3 to 6 of this circular.

A notice dated 16 January 2019 convening the EGM to be held at Floor 9, Gangao Tower, 18 Zhengzhou Road, Heping District, Tianjin, the PRC on 5 March 2019 (Tuesday) is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the EGM, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and send the proxy form to the office of the Company at Floor 9, Gangao Tower, 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 EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting(s) should you so wish.

A reply slip for the EGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the EGM) and return the signed slip to the Company's principal place of business in the PRC at Floor 9, Gangao Tower, 18 Zhengzhou Road, Heping District, Tianjin, the PRC on or before 13 February 2019 (Wednesday) in accordance with the instructions printed thereon.

16 January 2019

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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:

"Articles of Association"	the articles of association of the Company, as amended from time to time
"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 main board of the Stock Exchange (Stock code: 01265)
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
"Extraordinary General Meeting" or "EGM"	the extraordinary general meeting of the Company to be held at Floor 9, Gangao Tower, 18 Zhengzhou Road, Heping District, Tianjin, the PRC on 5 March 2019 (Tuesday) at 3:00 p.m.
"H Share(s)"	the overseas listed foreign invested shares 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$
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"HK$"	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of PRC
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"PRC" or "China" or "Mainland"	The People's Republic of China, and for the purposes of this circular, 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
"Share(s)"	share(s) of the Company, including Domestic Share(s) and H Share(s), unless specified otherwise
"Shareholders"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

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

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)

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Executive Directors:
Mr. Zhao Wei *(Chairman)*
Ms. Tang Jie
Mr. Wang Quan Hong

Non-executive Directors:
Mr. Hou Shuang Jiang
Mr. Wang Jin
Mr. Zhao Heng Hai

Independent Non-executive Directors:
Mr. Zhang Ying Hua
Mr. Yu Jian Jun
Mr. Guo Jia Li

Legal Address:
Weishan Road
Chang Qing Science
Industry and Trade Park
Jinnan District, Tianjin, PRC

Principal Place of Business in the PRC:
Floor 9, Gangao Tower
No. 18 Zhengzhou Road
Heping District
Tianjin, PRC

16 January 2019

To Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

INTRODUCTION

Reference is made to the announcement of the Company dated 9 January 2019 in relation to the proposed amendments to the Articles of Association.

The purpose of this circular is to provide you with information on considering and approving the proposed amendments to the Articles of Association, together with a notice of EGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the business development of the Company, the Board proposed to expand the scope of business of the Company. Accordingly, the Board proposed to the Shareholders to approve the proposed amendments to the Articles of Association to reflect the aforesaid expansion of the scope of business at the EGM by way of passing a special resolution set out in the notice of the EGM. The proposed amendments to the Articles of Association are set out in the Appendix to this circular.

The Board believes that such expansion of the scope of business of the Company will enhance the competitiveness of the Company. As such, the Board considers that the proposed expansion of business scope of the Company and the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole.

Except for the amendments as set out in the Appendix to this circular, which are subject to Shareholders' approval by way of special resolution at the EGM, other provisions of the Articles of Association will remain unchanged.

EXTRAORDINARY GENERAL MEETING

The notice of the EGM to be held at 3:00 p.m. on 5 March 2019 (Tuesday) at Floor 9, Gangao Tower, 18 Zhengzhou Road, Heping District, Tianjin, the PRC is set out on pages 7 to 8 of this circular.

Pursuant to the Listing Rules, voting at the EGM shall be taken on poll except where the chairman of the EGM, 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 EGM is enclosed with this circular. Whether or not you are able to attend (if you are so entitled to) the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return them as soon as possible to the Company's office at Floor 9, Gangao Tower, 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 EGM (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 EGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the EGM) and return the signed slip to the Company's office at Floor 9, Gangao Tower, 18 Zhengzhou Road, Heping District, Tianjin, the PRC on or before 13 February 2019 (Wednesday) in accordance with the instructions printed thereon.

RESPONSIBILITY STATEMENT

The information contained in this circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there is no other matter the omission of which would make this circular or any statement herein misleading.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the proposed amendments to the Articles of Association as set out in the Appendix to this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the resolution to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to other information set out in the Appendix to this circular.

Yours faithfully,
By Order of the Board
Tianjin Jinran Public Utilities Company Limited
Zhao Wei
Chairman

The proposed amendments to the Articles of Association are set out below:*

Existing Articles of Association	Revised Articles of Association
Article 11: The business scope of the Company shall be the items as approved by the registration authority of the Company. The business scope of the Company includes the transportation, distribution, sale and service of natural gas; leasing pipelines; professional contract of pipeline engine project; liquefied gas supply to communities by pipelines; wholesale, retail and installment of gas stoves (the above scope shall be subject to the relevant regulations should they be state-monopolized items).	Article 11: The business scope of the Company shall be the items as approved by the registration authority of the Company. The business scope of the Company includes the transportation, distribution, sale and service of natural gas; leasing pipelines; professional contract of pipeline engine project; liquefied gas supply to communities by pipelines; wholesale, retail and installment of gas stoves; **real estate ownership and leasing; leasing of gas stations (operated by branch offices only)** (the above scope shall be subject to the relevant regulations should they be state-monopolized items).

* *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.*

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NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Tianjin Jinran Public Utilities Company Limited (the "**Company**") will be held at 3:00 p.m. on 5 March 2019 (Tuesday) at Floor 9, Gangao Tower, 18 Zhengzhou Road, Heping District, Tianjin, the PRC for the purposes of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

"**THAT** the proposed amendments to the articles of association of the Company (details of which are set out in the Appendix to the circular of the Company dated 16 January 2019) be approved and confirmed, and **THAT** any one director of the Company be and is hereby authorised to modify the wordings of such amendments as he/she thinks appropriate (such modification will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the articles of association of the Company."

By Order of the Board
Tianjin Jinran Public Utilities Company Limited
Zhao Wei
Chairman

Tianjin, People's Republic of China, 16 January 2019

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 2 February 2019 (Saturday) to 5 March 2019 (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. The shareholders of the Company, whose names appear on the register of members of the Company on 5 March 2019 (Tuesday), are entitled to attend the EGM 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. 1 February 2019 (Friday).

(b) Shareholders of the Company entitled to attend and vote at the EGM are entitled to appoint a proxy to attend and vote on their behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy.

(c) Voting at the EGM 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 EGM (or where applicable, any adjournment thereof).

(e) Shareholders of the Company who intend to attend the EGM are required to complete and return to the Company the enclosed reply slip by 13 February 2019 (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 EGM, 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, 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, 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 EGM.

(h) Shareholders of the Company and proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.