

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCT**

The Board is pleased to announce that on 27 February 2017, the Company entered into the Wealth Management Agreement to subscribe for the Tianjin Binhai Rural Commercial Bank Wealth Management Product in the subscription amount of RMB200 million (equivalent to approximately HK\$234 million). The Company utilised certain idle funds for the payment of the subscription amount under the Wealth Management Agreement.

LISTING RULES IMPLICATIONS

Since one or more of the relevant applicable percentage ratio (as defined under the Listing Rules) in respect of the subscription amount under the Wealth Management Agreement exceeds 5% but is less than 25%, the transaction contemplated under the Wealth Management Agreement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 27 February 2017, the Company entered into the Wealth Management Agreement to subscribe for the Tianjin Binhai Rural Commercial Bank Wealth Management Product in the subscription amount of RMB200 million (equivalent to approximately HK\$234 million). The Company utilised certain idle funds for the payment of the subscription amount under the Wealth Management Agreement.

THE TIANJIN BINHAI RURAL COMMERCIAL BANK WEALTH MANAGEMENT AGREEMENT

A summary of the major terms of the Wealth Management Agreement is set out as follows:

- (1) **Date of subscription:** 27 February 2017
- (2) **Parties:**
- (i) Tianjin Binhai Rural Commercial Bank (Tianjin Branch); and
 - (ii) the Company

To the best knowledge, information and belief of the Directors, Tianjin Binhai Rural Commercial Bank and its ultimate beneficial owners are parties independent of the Company and its connected persons. The principal businesses of Tianjin Binhai Rural Commercial Bank include the provision of corporate and retail services, investment banking, asset management, trust and financial leasing as well as other financial services.

- (3) **Name of the wealth management product:** 濱海金芒果穩健專屬人民幣理財計劃1701號4期 (Binhai Jinmanguo Stable RMB Financial product no. 1701 Series 4)*
- (4) **Type of return:** Principal-guaranteed with fixed return
- (5) **Subscription amount:** RMB200 million (equivalent to approximately HK\$234 million). The Board believes that the consideration of such subscription was determined on the basis of arm's length commercial terms.
- (6) **Expected term of investment:** From 27 February 2017 to 26 August 2017
- (7) **Expected maximum rate of investment return per annum:** 3.6% per annum
- (8) **Principle for calculation of return and interest:** Return on the product is calculated based on the investment principal, period of investment, and the actual annual yield
- (9) **Investment portfolio:** The funds raised will mainly be invested in financial assets or financial instruments with a high credit rating, including but not limited to treasury bonds, central bank bills, financial bonds, business bonds, corporate bonds, short-term financing bills, medium-term notes, debt security type assets such as PPN and ABS, interbank deposits, interbank borrowing, interbank lending and other money market instruments; fund assets including but not limited to money market funds, bond funds etc; assets openly circulating through banking industry credit asset circulation center and stock-exchange standardized traded assets
- (10) **Right of early termination:** During the investment period, Tianjin Binhai Rural Commercial Bank has the right of early termination of this product in the following circumstances:
- (i) material adjustments to the national financial policies which affect the normal functioning of this product; or
 - (ii) early termination of the financial assets being the investment objective of the Tianjin Binhai Rural Commercial Bank Wealth Management Product
- The Company shall have no right of early termination.
- (11) **Payment of principal and return:** The principal and the corresponding return will be paid within one working day after maturity.

INFORMATION ON THE COMPANY

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

REASONS FOR AND BENEFITS OF ENTERING INTO THE TIANJIN BINHAI RURAL COMMERCIAL BANK WEALTH MANAGEMENT AGREEMENT

Without affecting the Company's operational liquidity and fund security, the Company utilized certain idle funds to subscribe for highly secured principal-guaranteed wealth management products from banks. Such subscription will not affect the need of working capital of the Company. Appropriate short-term wealth management with low risk exposure is conducive to enhancing the utilization of capital and increasing income from idle funds.

As the Tianjin Binhai Rural Commercial Bank Wealth Management Product is expected to yield better returns to the Company when compared to the fixed-term deposit interest rates offered by commercial banks in the PRC, the Directors consider that the subscription of the Tianjin Binhai Rural Commercial Bank Wealth Management Product is on normal commercial terms and is fair and reasonable and is in the interest of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Since one or more of the relevant applicable percentage ratio (as defined under the Listing Rules) in respect of the subscription amount under the Wealth Management Agreement exceeds 5% but is less than 25%, the transaction contemplated under the Wealth Management Agreement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

Unless the context otherwise requires, the following terms used herein have the following meanings:

“Board”	the board of Directors
“Company”	天津津燃公用事業股份有限公司 (Tianjin Jinran Public Utilities Company Limited), a joint stock limited company incorporated in the PRC, whose H shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and for the purpose of this announcement, does not include the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Binhai Rural Commercial Bank”	天津濱海農村商業銀行股份有限公司 Tianjin Binhai Rural Commercial Bank Co., Ltd, a licensed bank established under the laws of the PRC
“Tianjin Binhai Rural Commercial Bank Wealth Management Product”	the wealth management product, which is denominated in Renminbi subscribed by the Company under the Wealth Management Agreement
“Wealth Management Agreement”	the wealth management agreement entered into between the Company and Tianjin Binhai Rural Commercial Bank (Tianjin Branch) dated 27 February 2017 in relation to the subscription of the Tianjin Binhai Rural Commercial Bank Wealth Management Product
“%”	per cent

In this announcement, amounts denominated in RMB have been converted into HK\$ at the rate of RMB1 = HK\$1.17 for illustration purpose only. No representation is made to the effect that any amount in RMB or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.

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

Tianjin, the People’s Republic of China, 27 February 2017

As at the date of this announcement, the Board comprises 5 executive Directors, namely Mr. Zhang Tian Hua (Chairman), Ms. Tang Jie, Ms. Wang Wen Xia, Mr. Zhang Guo Jian and Mr. Hou Shuang Jiang, 1 non-executive Director, namely Mr. Li Da Chuan, and 3 independent non-executive Directors, namely Mr. Zhang Ying Hua, Mr. Yu Jian Jun and Mr. Guo Jia Li.

* *for identification purpose only*