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天津天聯公用事業股份有限公司

TIANJIN TIANLIAN PUBLIC UTILITIES COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 8290)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tianjin Tianlian Public Utilities Company Limited (the “Company”) will be held at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC on 28 December 2009 (Monday) at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTIONS

“THAT

- (1) the gas supply contract dated 27 October 2009 (the “2010 Gas Supply Contract”) (a copy of which is produced before the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and entered into between 天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited*) (“Tianjin Gas”) and the Company in respect of the supply of natural gas by Tianjin Gas to the Company for the 12 months ending 31 December 2010 and the transactions contemplated thereunder be approved, confirmed and ratified and the annual transaction amount cap of RMB290,000,000 for the 12 months ending 31 December 2010 be approved;
- (2) the gas supply contract dated 27 October 2009 (the “2011 Gas Supply Contract”) (a copy of which is produced before the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) and entered into between Tianjin Gas and the Company in respect of the supply of natural gas by Tianjin Gas to the Company for the 12 months ending 31 December 2011 and the transactions contemplated thereunder be approved, confirmed and ratified and the annual transaction amount cap of RMB348,000,000 for the 12 months ending 31 December 2011 be approved;
- (3) the gas supply contract dated 27 October 2009 (the “2012 Gas Supply Contract”) (a copy of which is produced before the meeting marked “C” and initialed by the chairman of the meeting for the purpose of identification) and entered into between Tianjin Gas and the Company in respect of the supply of natural gas by Tianjin Gas to the Company for the 12 months ending 31 December 2012 and the transactions contemplated thereunder be approved, confirmed and ratified and the annual transaction amount cap of RMB416,000,000 for the 12 months ending 31 December 2012 be approved; and

** For identification purpose only*

- (4) the board of directors of the Company (the “**Board**”) be and is hereby authorized to do all such acts and things and execute all such documents as it considers necessary or expedient or desirable in connection with, or to give effect to, the 2010 Gas Supply Contract, the 2011 Gas Supply Contract and the 2012 Gas Supply Contract and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interest of the Company.”

By Order of the Board
Tianjin Tianlian Public Utilities Company Limited*
Sun Bo Quan
Chairman

Tianjin, PRC, 11 November 2009

Notes:

- (a) Shareholders of the Company are reminded that, pursuant to Article 39 of the articles of association of the Company, the register of members of the Company will be closed from 28 November 2009 to 28 December 2009, 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 27 November 2009 (after closing of trading), are entitled to attend the EGM and to vote thereat.
- (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 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 EGM shall be taken on a 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 in accordance with Note (g) not less than 24 hours before the time scheduled for holding the EGM or any adjourned meeting.
- (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 8 December 2009 (Tuesday). Further details are set out in the reply slip and explanation thereto.
- (f) Completion and return of the proxy form 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 form (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 principal place of business in the PRC of the Company at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC (for holders of domestic shares of the Company), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares of the Company) 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.

As at the date of this announcement, the Board comprises 4 executive directors, namely Mr. Jin Jian Ping, Mr. Dong Hui Qiang, Ms. Tang Jie, Mr. Bai Shao Liang, 2 non-executive directors, namely Mr. Sun Bo Quan (Chairman) and Mr. Gong Jing, and 3 independent non-executive directors, namely Mr. Zhang Yu Li, Mr. Luo Wei Kun and Mr. Chan Shun Kuen, Eric.