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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)

**FURTHER DELAY IN DESPATCH OF CIRCULAR
IN RELATION TO
VERY SUBSTANTIAL ACQUISITION
TREATED AS A REVERSE TAKEOVER AND
AN APPLICATION FOR NEW LISTING AND
CONNECTED TRANSACTION INVOLVING ACQUISITION OF ASSETS AND
ISSUE OF CONSIDERATION SHARES
CONTINUING CONNECTED TRANSACTION IN RELATION TO GAS SUPPLY
WHITEWASH WAIVER APPLICATION**

Reference is made to the Announcement in relation to the very substantial acquisition and connected transaction involving acquisition of assets and issue of consideration shares and continuing connected transaction in relation to gas supply. The Company has applied to the Executive and the Stock Exchange for a waiver from strict compliance with Rule 8.2 of the Takeovers Code and Rules 19.48 and 20.49 of the GEM Listing Rules for further extending the despatch date of the Circular to a date no later than 30 June 2010.

Reference is made to the announcement of the Company dated 5 October 2009 (the “**Announcement**”) in relation to the very substantial acquisition and connected transaction involving acquisition of assets and issue of consideration shares and continuing connected transaction in relation to gas supply (the “**Proposed Assets Transfer**”), and the announcement of the Company dated 23 October 2009 (the “**Delay Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Under Rule 8.2 of the Takeovers Code and Rules 19.48 and 20.49 of the GEM Listing Rules, the Company is required to despatch to Shareholders a circular in respect of the Proposed Assets Transfer (the “**Circular**”) within 21 days after publication of the Announcement, that is, on or before 26 October 2009. As disclosed in the Delay Announcement, the date of despatch of the Circular was extended to a date no later than 31 December 2009.

The Proposed Assets Transfer constitutes a reverse takeover for the Company under Rule 19.06(6) of the GEM Listing Rules and the Company will be treated as a new listing applicant. In this regard, a new listing application (the “**New Listing Application**”) has been submitted to the Stock Exchange on 10 December 2009. It is expected that the Circular will be despatched after having clearance from the Executive and the Stock Exchange. In view of the process that is required in connection with the New Listing Application, the Circular cannot be despatched on or before 31 December 2009. Accordingly, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 19.48 and 20.49 of the GEM Listing Rules for further extending the despatch date of the Circular to a date no later than 30 June 2010. The Company has also applied to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to further extend the time limit for the despatch of the Circular to a date no later than 30 June 2010.

* *For identification purpose only*

As completion of the Proposed Assets Transfer is subject to the conditions precedent set out in the Assets Acquisition Agreement including, among other things, the approval of the Assets Acquisition Agreement and the Proposed Assets Transfer by the Independent Shareholders at the EGM and the CSM; the Whitewash Waiver having been granted by the Executive; and the approval by the Listing Division of the New Listing Application as a result of the Proposed Assets Transfer, the Proposed Assets Transfer may or may not proceed. Investors should exercise caution when dealing in the H Shares.

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

Tianjin, the PRC, 31 December 2009

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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:- (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and the website of the Company at www.hklistco.com/8290.

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