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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: 08290)

**PROPOSED JOINT VENTURE BETWEEN TIANJIN GAS AND
CHINA RESOURCES GAS (HK)
RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

The Board has been informed by Tianjin Gas, which as at the date of this announcement is a substantial shareholder and the single largest shareholder of the Company (which holds 253,809,687 domestic shares of the Company, representing approximately 22.08% of the total issued share capital of the Company), that on 28 June 2010, Tianjin Gas and China Resources Gas (HK) signed the Cooperation Agreement in connection with, inter alia, the proposed formation of the Proposed JV. The Cooperation Agreement is not legally binding until the formal joint venture agreement relating to and the articles of association of the Proposed JV is signed.

Pursuant to the Cooperation Agreement, Tianjin Gas and China Resources Gas (HK) intend to set up the Proposed JV in the PRC. Tianjin Gas and China Resources Gas (HK) will own 51% and 49% respectively of the registered capital of the Proposed JV, which is expected to be in the range between RMB4 billion and RMB5 billion (subject to internal approval of each of Tianjin Gas and China Resources Gas (HK)). Tianjin Gas will contribute its share of registered capital by way of injection of its natural gas-related operational assets (which include, inter alia, the shares of the Company held by Tianjin Gas) and China Resources Gas (HK) will contribute its share of registered capital by way of cash. It is intended that after establishment of the Proposed JV, all existing natural gas-related business of Tianjin Gas will be taken over by the Proposed JV. Each of Tianjin Gas and China Resources Gas (HK) agrees that each of them (including its controlled affiliates) and the Proposed JV (including listing company that it holds shares) will not compete with each other in the same industry and will not develop the same or competing business in the operational areas of the other parties. It is intended that the Proposed JV will use the Company as a public listing vehicle for consolidation of its natural gas and natural gas-related businesses and the assets and business of the Proposed JV will be injected into the Company, and Tianjin Gas and China Resources Gas (HK) undertake that after the establishment of the Proposed JV, the Proposed JV will ensure that the principal business of the Company shall not be changed. Tianjin Gas and China Resources Gas (HK) intend that the establishment of the Proposed JV will be completed in early November 2010.

* For identification purpose only

The Company entered into an assets acquisition agreement with Tianjin Gas on 16 September 2009, pursuant to which the Company conditionally agreed to acquire from Tianjin Gas certain assets and as consideration, the Company will allot and issue, in aggregate, 689,707,800 domestic shares of the Company (“Consideration Shares”) to Tianjin Gas. An application has been made by Tianjin Gas to the executive director of the Corporate Finance Division of the Securities and Future Commission of Hong Kong for a whitewash waiver pursuant to note 1 of the notes on dispensations from Rule 26 of the Code on Takeovers and Mergers. For details, please refer to the announcement of the Company dated 5 October 2009. Tianjin Gas will seek prior consent from the Corporate Finance Division of the Securities and Future Commission of Hong Kong if Tianjin Gas will enter into any legally binding agreement concerning the disposal of its shares in the Company before completion of the subscription of the Consideration Shares, which consent may or may not be obtained. As at the date of this announcement, Tianjin Gas has not yet applied for the aforesaid consent.

RESUMPTION OF TRADING IN THE H SHARES

At the request of the Company, trading in the H shares has been suspended with effect from 10:03 a.m. on 28 June 2010 pending the issue of this announcement. Application has been made by the Company for the resumption of trading in the H shares with effect from 9:30 a.m. on 29 June 2010.

Definitions

“Board”	the board of Directors
“China Resources Gas”	China Resources Gas Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 01193)
“China Resources Gas (HK)”	China Resources Gas (Hong Kong) Investment Limited (華潤燃氣(香港)投資有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of China Resources Gas
“Company”	天津天聯公用事業股份有限公司(Tianjin Tianlian Public Utilities Company Limited*), H shares of which are listed and traded on GEM (Stock Code: 08290)
“Cooperation Agreement”	the cooperation agreement dated 28 June 2010 signed between Tianjin Gas and China Resources Gas (HK)
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“PRC”	The People’s Republic of China and for the purpose of this announcement, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed JV”	the proposed joint venture company (tentative name: 津燃華潤燃氣有限公司) intended to be established in the PRC by Tianjin Gas and China Resources Gas (HK) contemplated under the Cooperation Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 Tianlian Public Utilities Company Limited*
Sun Bo Quan
Chairman

Tianjin, PRC, 28 June 2010

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: the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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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