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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)

**SUPPLEMENTAL AGREEMENT
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**

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. On 28 December 2010, the Company and Tianjin Gas entered into the Supplemental Agreement to vary and amend certain terms and conditions of the Assets Acquisition Agreement.

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. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board announced that on 28 December 2010, the Company and Tianjin Gas entered into a supplemental agreement (the “**Supplemental Agreement**”) to vary and amend certain terms and conditions of the Assets Acquisition Agreement. Pursuant to the Supplemental Agreement, the conditions precedent to the Assets Acquisition Agreement as set out in the Announcement have been amended. The Assets Acquisition Agreement, as amended by the Supplemental Agreement, is conditional on, inter alia:

1. the approval by way of poll from the Independent Shareholders in respect of the Assets Acquisition Agreement and the Proposed Assets Transfer and the Whitewash Waiver at the EGM and the CSM;
2. the approval from the relevant regulatory authorities (if any) on the issue of the Consideration Shares;
3. the granting of the Whitewash Waiver by the Executive;
4. the approval of the Listing Division of the Stock Exchange of new listing application filed by the Company as a result of the Proposed Assets Transfer;

* *For identification purpose only*

5. the filing of the valuation report on the value of the Transferred Assets prepared by 天津華夏金信資產評估有限公司 (Tianjin Huaxia Jinxin Assets Appraisal Limited*) by Tianjin Gas with Tianjin State-owned Assets Administrative Bureau (天津市人民政府國有資產監督管理委員會); and
6. the approval by Tianjin State-owned Assets Administrative Bureau (天津市人民政府國有資產監督管理委員會) of the application filed by Tianjin Gas regarding the subscription of the Company's Shares by Tianjin Gas with its fixed assets.

Save for the above, all other terms and conditions in the Assets Acquisition Agreement shall remain unchanged.

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 filed by the Company 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, PRC, 28 December 2010

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 this announcement misleading.

The directors of the Company 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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