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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)

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 15 February 2011 (Tuesday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the assets acquisition agreement (the “Assets Acquisition Agreement”) (a copy of which is produced before the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 16 September 2009 and entered into between 天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited*) (“Tianjin Gas”) being the vendor and the Company being the purchaser, pursuant to which the Company agreed to acquire part of the tangible assets and gas ancillary facilities (“Transferred Assets”) held by the Hedong District Sales Offices and the Heping District Sales Offices of both the Transmission Branch and the First Sales Branch of Tianjin Gas, at a consideration of RMB620,736,991.84 (“Consideration”) to be satisfied by the issue of 689,707,800 domestic shares of nominal value of RMB 0.10 each of the Company (“Domestic Shares”) to Tianjin Gas (as amended and supplemented by a supplemental agreement (the “Supplemental Agreement”) (a copy of which is produced before the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) dated 28 December 2010 and entered into between Tianjin Gas and the Company) be and is hereby approved, confirmed and ratified, and the transactions contemplated thereunder be and are hereby approved; and
- (ii) any one director of the Company (“Director”) be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents and to take such steps as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the Assets Acquisition Agreement (as amended and supplemented by the Supplemental Agreement) and all transactions contemplated under the Assets Acquisition Agreement (as amended and supplemented by the Supplemental Agreement) and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

* *For identification purpose only*

2. **“THAT:**

- (i) the waiver granted or to be granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) in accordance with Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation of Tianjin Gas to make an unconditional mandatory general offer for all the issued ordinary shares of the Company of nominal value of RMB0.10 each not already owned or agreed to be acquired by Tianjin Gas as a result of the issue of the new Domestic Shares to Tianjin Gas pursuant to the Assets Acquisition Agreement (as amended and supplemented by the Supplemental Agreement) be and is hereby approved; and
- (ii) any one Director be and is hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with item (i) of this Ordinary Resolution.”

3. **“THAT** conditional upon the passing of Ordinary Resolutions No. 1 and 2 and Special Resolution No. 1 set out in the notice convening the EGM:

- (i) the 2011 gas supply contract (the “2011 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) dated 16 September 2009 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 Transferred Assets for the 12 months ending 31 December 2011 be and is hereby approved, confirmed and ratified, and the transactions contemplated thereunder be and are hereby approved;
- (ii) any one Director be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents and to take such steps as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the 2011 Gas Supply Contract and all transactions contemplated under the 2011 Gas Supply Contract and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

4. **“THAT** conditional upon passing of Special Resolution No 3 set out in the notice convening the EGM, Mr. Tam Tak Kei, Raymond be appointed as an independent non-executive Director and the board of Directors be authorized to fix his remuneration, approve the service contract of Mr. Tam and other relevant documents; and any executive Director be authorised to sign on behalf of the Company the service contract of Mr. Tam and other relevant documents and to deal with all other necessary relevant matters in connection therewith.”

SPECIAL RESOLUTIONS

1. “**THAT** conditional upon the passing of Ordinary Resolutions No. 1 and No. 2 set out in the notice convening the EGM, the grant of a specific mandate to the board of Directors (“Specific Mandate”) for the allotment and issue of 689,707,800 Domestic Shares to Tianjin Gas pursuant to the Assets Acquisition Agreement be and is hereby approved, and the board of Directors be and is hereby authorised to take any action and execute any document as it thinks necessary or fit to effect and implement the Specific Mandate, and to make such necessary amendments to the articles of association of the Company to increase the registered share capital of the Company and to reflect changes in the share capital of the Company arising out of the issue of Domestic Shares pursuant to the Specific Mandate.”
2. “**THAT** conditional upon the passing of Ordinary Resolutions No. 1 and No. 2 and Special Resolution No. 1 set out in the notice convening the EGM and the issue of the Domestic Shares pursuant to the Specific Mandate, the existing articles of association of the Company be and is hereby amended in the following manner and the board of Directors be and is hereby authorised to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed:

(i) Article 16

By deleting the clause in its entirety and replacing it with the following:

“The registered share capital of the Company is RMB183,930,780, comprising 1,839,307,800 ordinary shares of a nominal value of RMB0.10 each.”

(ii) Article 19

By deleting the clause in its entirety and replacing it with the following:

“The registered share capital of the Company is RMB183,930,780.”

3. “**THAT** the existing articles of association of the Company be and is hereby amended in the following manner and the board of Directors be and is hereby authorised to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed:

Article 88

By deleting the clause in its entirety and replacing it with the following:

“The Company shall have a board of directors which shall consist of 10 directors. The board of directors shall appoint a chairman.”

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

Tianjin, PRC, 31 December 2010

Notes:

- (a) Concerning agenda item 4 of the Ordinary Resolutions above, Mr. Tam Tak Kei, Raymond is proposed to be appointed as independent non-executive Director. His biographical details and interests in the securities of the Company (if any) are set out in Appendix VII to the circular of the Company dated 31 December 2010.
- (b) 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 17 January 2011 (Monday) to 15 February 2011 (Tuesday), 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 14 January 2011 (Friday) (after closing of trading), are entitled to attend the EGM and to vote thereat.
- (c) 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.
- (d) Voting at the EGM shall be taken on a poll.
- (e) To be valid, the proxy forms 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 (h) not less than 24 hours before the time scheduled for holding the EGM or any adjourned meeting.
- (f) Shareholders of the Company who intend to attend the EGM are required to complete and return to the Company the enclosed reply slip by 27 January 2011 (Thursday). Further details are set out in the reply slip and explanation thereto.
- (g) Completion and return of the proxy forms 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.
- (h) Shareholders of the Company shall deliver the proxy forms (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 registered office of the Company at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC (for holders of Domestic Shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the EGM.
- (i) Shareholders of the Company and proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.

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.