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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 DOMESTIC SHARES CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that a class meeting (“Domestic Shares Class Meeting”) of the holders of domestic shares of Tianjin Tianlian Public Utilities Company Limited (the “Company”) will be held at Floor 9, Gangao Tower, 18 Zhangzhou Road, He Ping District, Tianjin, PRC on 15 February 2011 at 4:00 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting (“EGM”) of the holders of domestic shares and holders of H shares of the Company and the class meeting of the holders of H shares of the Company, both of which will be held at the same place and date) for the purpose of considering and, if thought fit, passing the following resolutions:

### **SPECIAL 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

\* *For identification purpose only*

(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.”

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 Special Resolution.”

3. **“THAT** conditional upon the passing of Ordinary Resolutions No. 1 and 2 and Special Resolutions No. 1 and 2 set out in the notice convening the EGM, the passing of Special Resolutions No. 1, 2, 3 and 4 set out in the notice convening the class meeting of the holders of H shares of the Company, and the passing of Special Resolutions No. 1 and 2 set out in this notice, 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.”

4. “**THAT** conditional upon the passing of Ordinary Resolutions No. 1 and 2 and Special Resolutions No. 1 and 2 set out in the notice convening the EGM, the passing of Special Resolutions No. 1, 2, 3 and 4 set out in the notice convening the class meeting of the holders of H shares of the Company and the passing of Special Resolutions No. 1, 2 and 3 set out in this notice, 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:

(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.”

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

Tianjin, PRC, 31 December 2010

*Notes:*

- (a) Holders of Domestic Shares are reminded that, pursuant to Article 39 of the articles of association of the Company, the Domestic Share 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 Domestic Share register of members will be allowed and no transfer of shares will be registered. Holders of Domestic Shares, whose names appear on the Domestic Share register of members of the Company on 14 January 2011 (Friday) (after closing of trading), are entitled to attend the Domestic Shares Class Meeting and to vote thereat.
- (b) Holders of the Domestic Shares entitled to attend and vote at the Domestic Shares Class Meeting 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) Where a shareholder of the Company appoints more than one proxy, his proxies may only vote in a poll.
- (d) 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 or the Company's Domestic share registrar in accordance with Note (g) not less than 24 hours before the time scheduled for holding the Domestic Shares Class Meeting or adjourned meeting.
- (e) Shareholders of the Company who intend to attend the Domestic Shares Class Meeting 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.
- (f) Completion and return of the proxy forms and reply slip will not affect the right of shareholders of the Company to attend and vote at the Domestic Shares Class Meeting if the shareholders of the Company so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (g) Holders of Domestic Shares 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) and the reply slip to the office of the Company at its address at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC.
- (h) Shareholders of the Company and proxies attending the Domestic Shares Class Meeting 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](http://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](http://www.hklistco.com/8290).*