



# 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)

### FORM OF PROXY FOR USE AT THE H SHARES CLASS MEETING (OR ANY ADJOURNMENT THEREOF)

Form of proxy for the class meeting ("H Shares Class Meeting") of the holders of H shares ("H Shares") of Tianjin Tianlian Public Utilities Company Limited (the "Company") to be held at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC on Tuesday, 15 February 2011 at 3:30 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting ("EGM") of the holders of domestic shares of the Company and holders of H Shares which will be held at the same place and date).

I/We<sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H Shares<sup>(note 2)</sup> of RMB0.10 each in the capital of Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>(note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the H Shares Class Meeting (or at any adjournment thereof) to be held at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC on Tuesday, 15 February 2011 at 3:30 p.m. (or immediately after the conclusion or adjournment of the EGM which will be held at the same place and date) for the purpose of considering, and if thought fit, passing the resolutions set out in the notice ("Notice of H Shares Class Meeting") convening the H Shares Class Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

	<b>SPECIAL RESOLUTIONS</b> <sup>(note 4)</sup>	<b>For</b> <sup>(note 5)</sup>	<b>Against</b> <sup>(note 5)</sup>
1.	SPECIAL RESOLUTION NO. 1 as set out in the Notice of H Shares Class Meeting, relating to the assets acquisition agreement (the "Assets Acquisition Agreement") 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") as the vendor and the Company as the purchaser to acquire part of the tangible assets and gas ancillary facilities ("Transferred Assets") 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") dated 28 December 2010 and entered into between Tianjin Gas and the Company) and the transactions contemplated under the Assets Acquisition Agreement be approved;		
2.	SPECIAL RESOLUTION NO. 2 as set out in the Notice of H Shares Class Meeting, relating to 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 approved;		
3.	SPECIAL RESOLUTION NO.3 as set out in the Notice of H Shares Class Meeting, relating to the grant of a specific mandate to the board of directors of the Company ("Specific Mandate") for the allotment and issue of 689,707,800 Domestic Shares to Tianjin Gas pursuant to the Assets Acquisition Agreement conditional upon the passing of Ordinary Resolutions No. 1 and 2, and the Special Resolutions No. 1 and 2 as set out in the notice convening the EGM, and the passing of Special Resolutions No. 1 and 2 as set out in the Notice of H Shares Class Meeting be approved and;		
4.	SPECIAL RESOLUTION NO. 4 as set out in the Notice of H Shares Class Meeting, relating to the amendment of the existing articles of association of the Company conditional upon the passing of Ordinary Resolutions No. 1 and 2 and Special Resolutions No. 1 and 2 as set out in the notice convening the EGM, the passing of Special Resolutions No. 1, 2 and 3 as set out in the Notice of H Shares Class Meeting, and the issue of the Domestic Shares pursuant to the Specific Mandate be approved.		

Dated this day: \_\_\_\_\_ of \_\_\_\_\_

Shareholder's signature(s) <sup>(note 6)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate to only those shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the "THE CHAIRMAN OF THE MEETING or" and insert the name and the address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OR PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of the above resolutions is by way of summary only. Full text is set out in the Notice of H Shares Class Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the H Shares Class Meeting other than those referred to in the Notice of H Shares Class Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. If this form of proxy is signed by an attorney or officer of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization must be notarially certified.
- Any member entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member but must attend the meeting in person to represent you. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the H Shares Class Meeting. Where a member appoints more than one proxy, his proxies may only vote in a poll.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or attorney, must be delivered to the Company's H Shares Registrar of Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time appointed for holding the H Shares Class Meeting or adjourned meeting.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the H Shares Class Meeting if you wish.

\* For identification purpose only