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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)

**POLL RESULTS OF
(i) THE EXTRAORDINARY GENERAL MEETING;
(ii) H SHARES CLASS MEETING; AND
(iii) DOMESTIC SHARES CLASS MEETING
HELD ON 15 FEBRUARY 2011
AND
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that all the resolutions as set out in the EGM Notice, the H Shares Class Meeting Notice and the Domestic Shares Class Meeting Notice were duly passed at the EGM, the H Shares Class Meeting and the Domestic Shares Class Meeting held on 15 February 2011, respectively.

Reference is made to the circular (the “**Circular**”), the notice of extraordinary general meeting (the “**EGM Notice**”), the notice of class meeting of holders of H shares (the “**H Shares Class Meeting Notice**”) and the notice of class meeting of holders of domestic shares all dated 31 December 2010 (the “**Domestic Shares Class Meeting Notice**”) issued by Tianjin Tianlian Public Utilities Company Limited (the “**Company**”). Terms used in this announcement shall have the same meaning as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF EGM

At the EGM held at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, the People's Republic of China on 15 February 2011 (Tuesday) at 3:00 p.m., poll voting was adopted for the resolutions (the “**EGM Resolutions**”) set out in the EGM Notice as required by the GEM Listing Rules. The Board is pleased to announce that the EGM Resolutions were approved by the Shareholders at the EGM and the poll results in respect of the EGM Resolutions are as follows:

* For identification purpose only

ORDINARY RESOLUTIONS	Number of Votes (%)		Total Votes
	For	Against	
1. ORDINARY RESOLUTION NO. 1 as set out in the EGM Notice, relating to the Assets Acquisition Agreement and the transactions contemplated under the Assets Acquisition Agreement be approved;	457,636,313 (100%)	0 (0%)	457,636,313
2. ORDINARY RESOLUTION NO. 2 as set out in the EGM Notice, relating to the Whitewash 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) be approved;	443,676,313 (100%)	0 (0%)	443,676,313
3. ORDINARY RESOLUTION NO. 3 as set out in the EGM Notice, relating to the 2011 Gas Supply Contract and the transactions contemplated under the 2011 Gas Supply Contract conditional upon the passing of Ordinary Resolutions No. 1 and 2 and Special Resolution No. 1 as set out in the EGM Notice be approved;	443,676,313 (100%)	0 (0%)	443,676,313
4. ORDINARY RESOLUTION NO. 4 as set out in the EGM Notice, relating to the appointment of Mr. Tam Tak Kei, Raymond as an independent non-executive director of the Company conditional upon passing of Special Resolution No. 3 as set out in the EGM Notice be approved;	697,486,000 (100%)	0 (0%)	697,486,000
SPECIAL RESOLUTIONS			
5. SPECIAL RESOLUTION NO. 1 as set out in the EGM Notice, 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 passing of Ordinary Resolutions No. 1 and 2 as set out in the EGM Notice be approved;	443,676,313 (100%)	0 (0%)	443,676,313
6. SPECIAL RESOLUTION NO. 2 as set out in the EGM Notice, 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 Resolution No. 1 as set out in the EGM Notice and the issue of the Domestic Shares pursuant to the Specific Mandate be approved and;	443,676,313 (100%)	0 (0%)	443,676,313
7. SPECIAL RESOLUTION NO. 3 as set out in the EGM Notice, relating to the amendment of the existing articles of association of the Company be approved.	697,486,000 (100%)	0 (0%)	697,486,000

As more than 50% of the votes were cast in favour of Ordinary Resolution No. 1, Ordinary Resolution No. 2, Ordinary Resolution No. 3 and Ordinary Resolution No. 4, each of such resolutions was duly passed as an ordinary resolution of the Company. As more than two-thirds of the votes were cast in favour of Special Resolution No. 1, Special Resolution No. 2 and Special Resolution No. 3, each of such resolutions was duly passed as a special resolution of the Company. Shareholders may refer to the EGM Notice and the Circular for details of the EGM Resolutions.

Notes:

- (a) The total number of Shares in issue as at the date of the EGM: 1,149,600,000 Shares, comprising 649,540,000 Domestic Shares and 500,060,000 H Shares.
- (b) The total number of Shares entitling the holders to attend and vote only against the EGM Resolutions at the EGM: Nil.
- (c) Tianjin Gas (holding 253,809,687 Domestic Shares, representing approximately 22.08% of the issued share capital of the Company as at the date of the EGM), who is interested or involved in the Assets Acquisition Agreement, the 2011 Gas Supply Contract and the Whitewash Waiver, its associates and its parties acting in concert had abstained from voting on the above Ordinary Resolution No. 1, Ordinary Resolution No. 2, Ordinary Resolution No. 3, Special Resolution No. 1 and Special Resolution No. 2 at the EGM. The total number of Shares entitling the holders to attend and vote for or against the above Ordinary Resolution No. 1, Ordinary Resolution No. 2, Ordinary Resolution No. 3, Special Resolution No. 1 and Special Resolution No. 2 at the EGM was 895,790,313 Shares, representing approximately 77.92% of the existing issued share capital of the Company.
- (d) The number of Shares entitling the holders to attend and to vote for or against the Ordinary Resolution No. 4 and Special Resolution No. 3 at the EGM was 1,149,600,000 Shares.

POLL RESULTS OF H SHARES CLASS MEETING

At the class meeting of holders of H Shares (the “**H Shares Class Meeting**”) of the Company held at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, the People’s Republic of China on 15 February 2011 (Tuesday) at 3:30 p.m., poll voting was demanded by the Chairman for voting on the resolutions (the “**H Shares Class Meeting Resolutions**”) set out in the H Shares Class Meeting Notice. The Board is pleased to announce that the H Shares Class Meeting Resolutions were approved by the holders of H Shares at the H Shares Class Meeting and the poll results in respect of the H Shares Class Meeting Resolutions are as follows:

SPECIAL RESOLUTIONS	Number of Votes (%)		Total Votes
	For	Against	
1. SPECIAL RESOLUTION NO. 1 as set out in the H Shares Class Meeting Notice, relating to the Assets Acquisition Agreement and the transactions contemplated under the Assets Acquisition Agreement be approved;	47,946,000 (100%)	0 (0%)	47,946,000
2. SPECIAL RESOLUTION NO. 2 as set out in the H Shares Class Meeting Notice, relating to the Whitewash 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) be approved;	47,946,000 (100%)	0 (0%)	47,946,000
3. SPECIAL RESOLUTION NO. 3 as set out in the H Shares Class Meeting Notice, relating to the grant of the Specific Mandate upon the passing of Ordinary Resolutions No. 1 and 2, and the Special Resolutions No. 1 and 2 as set out in the EGM Notice, and the passing of Special Resolutions No. 1 and 2 as set out in the H Shares Class Meeting Notice be approved and;	47,946,000 (100%)	0 (0%)	47,946,000
4. SPECIAL RESOLUTION NO. 4 as set out in the H Shares Class Meeting Notice, 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 EGM Notice, the passing of Special Resolutions No. 1, 2 and 3 as set out in the H Shares Class Meeting Notice, and the issue of the Domestic Shares pursuant to the Specific Mandate be approved.	47,946,000 (100%)	0 (0%)	47,946,000

As more than two-thirds of the votes were cast in favour of the H Shares Class Meeting Resolutions, the H Shares Class Meeting Resolutions were passed as special resolutions. Shareholders may refer to the H Shares Class Meeting Notice for details of the H Shares Class Meeting Resolutions.

Notes:

- (a) The total number of H Shares in issue as at the date of the H Shares Class Meeting: 500,060,000 H Shares.
- (b) The total number of H Shares entitling the holders to attend and vote only against the H Shares Class Meeting Resolutions at the H Shares Class Meeting: Nil.
- (c) The total number of H Shares entitling the holders to attend and to vote for or against the H Shares Class Meeting Resolutions at the H Shares Class Meeting: 500,060,000 H Shares.

POLL RESULTS OF DOMESTIC SHARES CLASS MEETING

At the class meeting of holders of Domestic Shares (the “**Domestic Shares Class Meeting**”) of the Company held at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, the People’s Republic of China on 15 February 2011 (Tuesday) at 4:00 p.m., poll voting was demanded by the Chairman for voting on the resolutions (the “**Domestic Shares Class Meeting Resolutions**”) set out in the Domestic Shares Class Meeting Notice. The Board is pleased to announce that the Domestic Shares Class Meeting Resolutions were approved by the holders of Domestic Shares at the Domestic Shares Class Meeting and the poll results in respect of the Domestic Shares Class Meeting Resolutions are as follows:

SPECIAL RESOLUTIONS	Number of Votes (%)		Total Votes
	For	Against	
1. SPECIAL RESOLUTION NO. 1 as set out in the Domestic Shares Class Meeting Notice, relating to the Assets Acquisition Agreement and the transactions contemplated under the Assets Acquisition Agreement be approved;	395,730,313 (100%)	0 (0%)	395,730,313
2. SPECIAL RESOLUTION NO. 2 as set out in the Domestic Shares Class Meeting Notice, relating to the Whitewash 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) be approved;	395,730,313 (100%)	0 (0%)	395,730,313
3. SPECIAL RESOLUTION NO. 3 as set out in the Domestic Shares Class Meeting Notice, relating to the grant of the Specific Mandate conditional upon the passing of Ordinary Resolutions No. 1 and 2 and Special Resolutions No. 1 and 2 as set out in the EGM Notice, the passing of Special Resolutions No. 1, 2, 3 and 4 as set out in the H Shares Class Meeting Notice, and the passing of Special Resolutions No. 1 and 2 as set out in the Domestic Shares Class Meeting Notice be approved; and	395,730,313 (100%)	0 (0%)	395,730,313
4. SPECIAL RESOLUTION NO. 4 as set out in the Domestic Shares Class Meeting Notice, 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 EGM Notice, the passing of Special Resolutions No. 1, 2, 3 and 4 as set out in the H Shares Class Meeting Notice and the passing of Special Resolutions No. 1, 2 and 3 as set out in the Domestic Shares Class Meeting Notice, and the issue of the Domestic Shares pursuant to the Specific Mandate be approved.	395,730,313 (100%)	0 (0%)	395,730,313

As more than two-thirds of the votes were cast in favour of the Domestic Shares Class Meeting Resolutions, the Domestic Shares Class Meeting Resolutions were passed as special resolutions. Shareholders may refer to the Domestic Shares Class Meeting Notice for details of the Domestic Shares Class Meeting Resolutions.

Notes:

- (a) The total number of Domestic Shares in issue as at the date of the Domestic Shares Class Meeting: 649,540,000 Domestic Shares.
- (b) The total number of Domestic Shares entitling the holders to attend and vote only against the Domestic Shares Class Meeting Resolutions at the Domestic Shares Class Meeting: Nil.
- (c) Tianjin Gas (holding 253,809,687 Domestic Shares, representing approximately 22.08% of the issued share capital of the Company and approximately 39.08% of the existing issued Domestic Shares of the Company, respectively, as at the date of the Domestic Shares Class Meeting), who is interested or involved in the Assets Acquisition Agreement and the Whitewash Waiver, its associates and its parties acting in concert had abstained from voting on the above Special Resolution No. 1, Special Resolution No. 2, Special Resolution No. 3 and Special Resolution No. 4 at the Domestic Shares Class Meeting. The total number of Shares entitling the holders to attend and vote for or against the above Special Resolution No. 1, Special Resolution No. 2, Special Resolution No. 3 and Special Resolution No. 4 at the Domestic Shares Class Meeting was 395,730,313 Shares, representing approximately 60.92% of the existing issued Domestic Shares in the capital of the Company.

Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, was appointed as the scrutineer for the vote taking.

Immediately after the completion of the Proposed Assets Transfer (assuming the issued share capital of the Company will remain unchanged before the completion of the Proposed Assets Transfer), Tianjin Gas and its parties acting in concert will hold 943,517,487 Domestic Shares, representing approximately 51.30% of the enlarged issued share capital of the Company.

As confirmed by Tianjin Gas, there has not been any acquisitions or disposals of voting rights made by Tianjin Gas and/or its parties acting in concert in the period between the announcement of the Proposed Assets Transfer i.e. 5 October 2009 and the date hereof.

APPOINTMENT OF MR. TAM TAK KEI, RAYMOND AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the EGM, the appointment of Mr. Tam Tak Kei, Raymond as an independent non-executive director of the Company was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Tam Tak Kei, Raymond, aged 47, holds a Bachelor of Arts Degree in Accounting with Computing from University of Kent at Canterbury, England and is an associate member of the Institute of Chartered Accountants in England and Wales. He is also an associate member of the Hong Kong Institute of Certified Public Accountants. Currently, Mr. Tam is the financial controller of an international law firm and has over 20 years of professional accounting experience. He is also an independent non-executive director of Sun Innovation Holdings Limited, whose shares are listed on the Main Board (Stock Code: 547).

Saved as aforesaid, (i) Mr. Tam does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; (ii) he did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he did not hold any directorships or been a supervisor in other listed public companies in the last three years; and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders and there is no other information that need to be disclosed pursuant to paragraph 17.50(2) of the GEM Listing Rules.

Mr. Tam has entered into a service contract with the Company for a fixed term from the date of the EGM and ending on the conclusion of the annual general meeting of the Company to be held in 2012, unless otherwise terminated prematurely in accordance with the terms of his appointment. Under the service contract entered into between the Company and Mr. Tam, Mr. Tam is entitled to a fee of RMB100,000 per annum which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

Save as disclosed above, there is no other matters in relation to the above appointment that need to be brought to the attention of the shareholders or are required to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules.

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

Tianjin, PRC, 15 February 2011

This announcement, for which the Directors 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 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 4 independent non-executive Directors, namely Mr. Zhang Yu Li, Mr. Luo Wei Kun, Mr. Chan Shun Kuen, Eric and Mr. Tam Tak Kei Raymond.

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.