

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION

COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION

Reference is made to the announcement of the Company dated 5 October 2009 and the circular of the Company dated 31 December 2010 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.

The Board is pleased to announce that completion of the Proposed Assets Transfer took place on 11 April 2011. In particular, pursuant to the Assets Acquisition Agreement, the Consideration Shares of 689,707,800 Domestic Shares have been duly allotted and issued to Tianjin Gas.

Reference is made to the announcement of the Company dated 5 October 2009 (the "Announcement") and the circular of the Company dated 31 December 2010 (the "Circular") 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 Circular.

The Board is pleased to announce that the Company has received the formal approval from the relevant Industry and Commerce Administrative Bureau on 11 April 2011 by the issuance of the business licence in relation to the allotment of Consideration Shares of 689,707,800 Domestic Shares and the amendment to the Articles of Association for the increase of the registered capital of the Company which is dated 7 April 2011. Although the said business licence from the relevant Industry and Commerce Administrative Bureau is dated 7 April 2011, the Company has only received the business licence on 11 April 2011. In this regard, all conditions under the Assets Acquisition Agreement have been fulfilled and accordingly the completion of the Proposed Assets Transfer (the "Completion") took place on 11 April 2011. In particular, pursuant to the Assets Acquisition Agreement, the Consideration Shares have been duly allotted and issued to Tianjin Gas.

SHAREHOLDING STRUCTURE OF THE COMPANY

The number of issued Shares has been increased from 1,149,600,000 as at the Latest Practicable Date as stated in the Circular to 1,839,307,800 as at the date of this announcement.

The following table illustrates the shareholding structure of the Company immediately before and after Completion.

** For identification purposes only*

	Immediately before Completion		Immediately after Completion	
	<i>Number of Shares held</i>	<i>Approximate shareholding in the Company</i>	<i>Number of Shares held</i>	<i>Approximate shareholding in the Company</i>
Tianjin Gas and parties acting in concert with it	253,809,687 Domestic Shares	22.08%	943,517,487 Domestic Shares	51.30%
Tianjin Beacon (<i>Note 1</i>)	118,105,313 Domestic Shares	10.27%	118,105,313 Domestic Shares	6.42%
Wanshun Real Estate (<i>Note 2</i>)	235,925,000 Domestic Shares	20.52%	235,925,000 Domestic Shares	12.82%
Ms. Tang (<i>Note 3</i>)	41,700,000 Domestic Shares	3.63%	41,700,000 Domestic Shares	2.27%
Holder of H Shares	500,060,000 H Shares	43.50%	500,060,000 H Shares	27.19%
Total	<u>1,149,600,000</u>	<u>100.00%</u>	<u>1,839,307,800</u>	<u>100.00%</u>

Notes:

1. Tianjin Beacon is a State-owned enterprise established in the PRC with limited liability and is ultimately owned by Tianjin Municipal Government.
2. Wanshun Real Estate is a company established in the PRC with limited liability. Mr. Bai Shao Liang, an executive Director, held 76% interests in Wanshun Real Estate as at the date of this announcement.
3. Ms. Tang is an executive Director.

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

Hong Kong, 11 April 2011

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 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.