
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tianjin Tianlian Public Utilities Company Limited** (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board dated 8 August 2011 is set out on pages 3 to 5 of this circular.

A notice dated 8 August 2011 convening the EGM to be held at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC on Friday, 23 September 2011 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and send the proxy form to the Company's principal place of business in the PRC 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, Wanchai, 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. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting(s) should you so wish.

Reply slip for the EGM have also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the EGM) and return the signed slip to the Company's principal place of business in the PRC at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC on or before Saturday, 3 September 2011 in accordance with the instructions printed thereon.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the Company's website at <http://www.hklistco.com/8290>.

8 August 2011

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

The following words and phrases used in this circular have the same meanings set out below unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 25 July 2011 in relation to, inter alia, the resignation of Mr. Sun as a non-executive Director (subject to approval of appointment of the new Director by the Shareholders at the EGM) and the proposed appointment of the Mr. Zhang as an executive Director
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Company”	天津天聯公用事業股份有限公司 (Tianjin Tianlian Public Utilities Company Limited), whose H shares are listed and traded on GEM (Stock Code: 08290)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company for the Shareholders to be held on Friday, 23 September 2011 to consider and approve, inter alia, the appointment of Mr. Zhang as an executive Director
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in HK\$
“Mr. Sun”	Mr. Sun Bo Quan (孫伯全)
“Mr. Zhang”	Mr. Zhang Tian Hua (張天華)

DEFINITIONS

“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of the Company, including Domestic Share(s) and H Share(s), unless specified otherwise
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage

In this circular, the English names of the PRC entities or enterprises or individuals are translation of their Chinese names and included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jin Jian Ping (*Chairman*)

Mr. Dong Hui Qiang

Ms. Tang Jie

Mr. Bai Shao Liang

Legal Address:

Weishan Road

Chang Qing Science, Industry and Trade Park

Jinnan District

Tianjin, PRC

Non-executive Directors:

Mr. Sun Bo Quan

Mr. Gong Jing

Principal Place of Business in the PRC:

Floor 9, Gangao Tower

18 Zhengzhou Road

He Ping District

Tianjin, PRC

Independent Non-executive Directors:

Professor Zhang Yu Li

Mr. Luo Wei Kun

Mr. Chan Shun Kuen, Eric

Mr. Tam Tak Kei, Raymond

8 August 2011

To Shareholders:

Dear Sirs/Madams,

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to, *inter alia*, the resignation of Mr. Sun as a non-executive Director (subject to approval of appointment of the new Director by the Shareholders at the EGM) and the proposed appointment of Mr. Zhang as an executive Director.

The Board proposes to seek Shareholders' approval at the EGM on the ordinary resolution to appoint Mr. Zhang as an executive Director.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information in relation to the proposed appointment of executive Director and the notice of EGM.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Zhang has been nominated as an executive Director. According to the Articles of Association of the Company, the appointment of Director is subject to the approval of the Shareholders. Accordingly, the Board has resolved to submit the proposal as an ordinary resolution at the EGM to approve the appointment of Mr. Zhang as an executive Director.

Biographical details of Mr. Zhang are set out as follows:

Mr. Zhang, aged 48, is the general manager of Tianjin Gas Group Company Limited (天津市燃氣集團有限公司) (“Tianjin Gas Group”), a controlling Shareholder. He is a senior engineer, graduated from the Faculty of Energy and Chemical of Huadong Chemical College (華東化工學院) in 1984 and obtained a master’s degree in Business Administration for Senior Management from Nankai University (南開大學) in 2009. From 1994 to 2000, he had been the deputy head of First Coal Gas Factory of Tianjin (天津市第一煤氣廠) and First Coal Gas Factory of Tianjin Coal Gas Group (天津市煤氣集團第一煤氣廠). Prior to joining Tianjin Gas Group as a deputy chief engineer and the head of technology and equipment department in 2001, Mr. Zhang had been the manager of Tianjin Shanjin Mass Transit of Natural Gas Company Limited (天津市陝津天然氣集輸有限公司) from 2000 to 2001. From 2002 to 2011, he had been the chief engineer and the deputy general manager of Tianjin Gas Group. In 2007, Mr. Zhang was awarded special subsidy by the State Council.

Save as the proposed directorship, Mr. Zhang has not held any directorship or supervisorship in other listed companies during the last three years nor any other positions with the Company and any subsidiary of the Company at any time.

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders. As at the date of this circular, Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Zhang will enter into a director service contract with the Company for a term of three years (subject to his appointment having been approved by the Shareholders at the EGM). The proposed director’s emolument of Mr. Zhang is RMB50,000 per annum (subject to final confirmation upon execution of the relevant service contract) which is determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

A notice of the EGM to be held on Friday, 23 September 2011 at 11:00 a.m., at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC is set out on pages 6 to 7 of this circular. Pursuant to Rules 17.47 of the GEM Listing Rules, voting at the EGM shall be taken by poll.

Proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend (if you are so entitled to) the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return them as soon as possible to the Company's principal place of business in the PRC (for holders of Domestic Shares), or 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 possible and in any event not later than 24 hours before the time appointed for holding the EGM.

Reply slip for the purpose of informing the Company whether you will be attending (in person or by proxy) the EGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the EGM) and return the signed slip to the Company's principal place of business in the PRC on or before Saturday, 3 September 2011 in accordance with the instructions printed thereon.

RECOMMENDATION

The Directors believe that the proposed resolution for consideration and approval by the Shareholders at the EGM regarding the proposed appointment of Mr. Zhang as an executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolution to be proposed at the EGM as set out in the notice of EGM.

By Order of the Board
Tianjin Tianlian Public Utilities Company Limited
Jin Jian Ping
Chairman

NOTICE OF EGM



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 Friday, 23 September 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** Mr. Zhang Tian Hua (“Mr. Zhang”) be appointed as an executive director of the Company and the board of directors of the Company be authorized to fix his remuneration, approve the service contract of Mr. Zhang and other relevant documents; and any executive director of the Company be authorised to sign on behalf of the Company the service contract to be entered into between Mr. Zhang and the Company and other relevant documents, and to deal with all other necessary relevant matters in connection therewith.”

By Order of the Board

Tianjin Tianlian Public Utilities Company Limited

Jin Jian Ping

Chairman

Tianjin, PRC, 8 August 2011

NOTICE OF EGM

Notes:

- (a) Biographical details of Mr. Zhang, who is proposed to be appointed as an executive director of the Company, are set out in the circular of the Company dated 8 August 2011.
- (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 Wednesday, 24 August 2011 to Friday, 23 September 2011, 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 Tuesday, 23 August 2011 (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 by poll.
- (e) To be valid, the proxy form 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(s).
- (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 Saturday, 3 September 2011. 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 Company's principal place of business in the PRC 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.