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*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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.*



**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 on GEM: 08290)

(Stock code on Main Board: 01265)

**TRANSFER OF LISTING  
FROM THE GROWTH ENTERPRISE MARKET  
TO THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

On 1 August 2011, a formal application was made by the Company to the Stock Exchange for the Transfer of Listing. The Company has applied for the listing of, and permission to deal in, the entire 500,060,000 H Shares in issue on the Main Board by way of transfer of listing from GEM to the Main Board.

The approval-in-principle has been granted by the Stock Exchange on 3 October 2011 for the H Shares to be listed on the Main Board and de-listed from GEM according to Rule 9A.09(6) of the Listing Rules. The Company has also obtained the approval from the China Securities Regulatory Commission in connection with the implementation of the Transfer of Listing on 10 November 2010.

All pre-conditions for the Transfer of Listing as set out in Rule 9A.02 of the Listing Rules have been fulfilled in relation to the Company and its H Shares.

The last day of dealings in the H Shares on GEM will be 17 October 2011. Dealings in the H Shares on the Main Board will commence at 9:00 a.m. on 18 October 2011. The H Shares will be traded on the Main Board under the new stock code "01265".

The Transfer of Listing will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes, and will not involve any transfer or exchange of the existing share certificates. Currently, the H Shares are traded in a board lot of 10,000 H Shares each and are traded in Hong Kong dollars. No change will be made to English and Chinese stock short names of the Company, the existing share certificates, board lot size, the trading currency and the H Share registrar in Hong Kong in connection with the Transfer of Listing.

Reference is made to the announcement issued by the Company dated 1 August 2011 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing under the transfer of listing arrangement pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules.

## **TRANSFER OF LISTING OF THE H SHARES FROM GEM TO THE MAIN BOARD**

On 1 August 2011, a formal application was made by the Company to the Stock Exchange for the Transfer of Listing. The Company has applied for the listing of, and permission to deal in, the entire 500,060,000 H Shares in issue on the Main Board by way of transfer of listing from GEM to the Main Board.

The approval-in-principle has been granted by the Stock Exchange on 3 October 2011 for the H Shares to be listed on the Main Board and de-listed from GEM according to Rule 9A.09(6) of the Listing Rules. The Company has also obtained the approval from the China Securities Regulatory Commission in connection with the implementation of the Transfer of Listing on 10 November 2010.

All pre-conditions for the Transfer of Listing as set out in Rule 9A.02 of the Listing Rules have been fulfilled in relation to the Company and its H Shares.

## **REASONS FOR THE TRANSFER OF LISTING**

The Company has been listed on GEM since 9 January 2004. The Group is principally engaged in the operation and management of gas pipeline infrastructure and the sales and distribution of piped gas in the PRC. The Group's other operating activities include the sale of gas appliances and provision of gas transportation services.

The Directors believe that the listing of the H Shares on the Main Board will enhance the profile and corporate image of the Group, and could improve the trading liquidity of the H Shares. The Directors consider that the listing of the H Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

As at the date of this announcement, no plan of change in nature of business of the Company following the Transfer of Listing is contemplated by the Directors.

The Transfer of Listing will not involve any issue of new H Shares by the Company.

## **DEALINGS IN THE H SHARES ON THE MAIN BOARD**

The H Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 9 January 2004, the first date on which the H Shares were listed on GEM. Subject to the continued compliance with the stock admission requirements of HKSCC, the H Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the H Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The last day of dealings in the H Shares on GEM will be Monday, 17 October 2011. Dealings in the H Shares on the Main Board will commence at 9:00 a.m. on Tuesday, 18 October 2011. The H Shares will be traded on the Main Board under the new stock code "01265" in board lot size of 10,000 H Shares each following the Transfer of Listing.

The Transfer of Listing will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes, and will not involve any transfer or exchange of the existing share certificates. Currently, the H Shares are traded in a board lot of 10,000 H Shares each and are traded in Hong Kong dollars. The H Share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited. No change will be made to the English and Chinese stock short names of the Company, the existing share certificates, the board lot size, the trading currency and the H Share registrar in Hong Kong in connection with the Transfer of Listing.

## COMPETING INTERESTS

As at the date of this announcement, Tianjin Gas held 943,517,487 Domestic Shares, representing approximately 51.30% shareholding of the Company, and is a controlling shareholder (as defined in the GEM Listing Rules) of the Company. In the wholesale distribution of natural gas, no competition between Tianjin Gas and the Group exists given the fact that the Group only supplies natural gas to end users but is not engaged in wholesale distribution business. In the provision of piped natural gas to end users, Tianjin Gas and the Group are not competing with each other due to the nature of the piped gas supply business, which requires fixed pipelines be installed and connected to the customers' pipelines, it is practically infeasible for more than one set of pipelines connecting to the same customer's pipeline. Besides, on 9 December 2003, Tianjin Gas entered into a non-competition agreement (the "Non-Competition Agreement") with the Company. Under the Non-Competition Agreement, save for Tianjin Gas's then existing piped gas operations in Tianjin City, which is outside the scope of operation of the Group in Tianjin at that time (the "Previous Operational Locations"), Tianjin Gas has irrevocably undertaken and covenanted with the Company that, except with the Company's prior written consent, it would not and would procure that its subsidiaries should not, carry on for their own accounts or for any other persons to carry on and/or have an interest in, any business of which is or may be in competition with the Group's business within the Previous Operational Locations or outside its existing operating district in Tianjin City. On 28 December 2010, Tianjin Gas further entered into a supplemental non-competition agreement (the "Supplemental Non-Competition Agreement") to supplement certain terms of the Non-Competition Agreement, pursuant to which the meaning of "subsidiary(ies)" as mentioned in the above-mentioned undertaking has been amended to include "associates" under the definition of the GEM Listing Rules and the Previous Operational Locations have been amended to cover the operational locations of the Group (i.e. Xiao Hai Di (小海地) of Hexi District (河西區), part of Jinnan District (津南區), Xiqing District (西青區), Hangu District (漢沽區), Ninghe County (寧河縣), Hedong District (河東區) and Heping District (和平區)).

Furthermore, pursuant to the Supplemental Non-Competition Agreement, Tianjin Gas further undertakes that (A) where business opportunities which may compete with the business of the Group arises, or if Tianjin Gas desires to sell any of its existing piped gas business or the underlying assets for the piped gas business in Tianjin, Tianjin Gas shall give the Company's notice in writing and the Company shall have a right of first refusal to take up such business opportunities. The Company shall only exercise the right of first refusal upon the approval of all the independent non-executive Directors (who do not have any interest in such proposed transactions); and (B) regarding the assets which have not yet been transferred to the Company by Tianjin Gas in Hedong District, Heping District, Xiqing District, Hangu District and Ninghe County, the Company has the right to require Tianjin Gas to sell these assets to the Company at any time, subject to compliance with the applicable requirements under the relevant PRC laws as well as the GEM Listing Rules, at a price that is fair and reasonable, and acceptable to the independent non-executive Directors (who have no interest in such proposed transactions). Pursuant to the Non-Competition Agreement and the Supplemental Non-Competition Agreement (together, the "Non-Compete Undertaking"), the independent non-executive Directors are responsible for reviewing and considering whether or not to exercise such rights and are entitled, on behalf of the Company, to review the information provided by Tianjin Gas in respect of the compliance and enforcement of the Non-Compete Undertaking at least on an annual basis.

Given the terms of the Non-Compete Undertaking given by Tianjin Gas and the inherent nature of piped gas supply business, the Directors are of the view that Tianjin Gas does not compete with the Group's operations in the provision of piped natural gas.

Pursuant to an asset acquisition agreement dated 16 September 2009 (as supplemented by a supplemental agreement dated 28 December 2010), the Company agreed to acquire the Transferred Assets from Tianjin Gas, details of which are set out in the Circular. Following the completion of the acquisition of the Transferred Assets by the Company which took place on 11 April 2011, the Company has become the owner of the Transferred Assets and Tianjin Gas does not have any control, rights or obligations over the Transferred Assets, save as being the controlling shareholder of the Company. The Group is not required to pay any consideration for the continued use of the Transferred Assets, nor would the Group be required to return the Transferred Assets to Tianjin Gas or any other third parties. As at the date of this announcement, there is no unfulfilled obligation assumed by the Group in relation to the Transferred Assets. Approval should be obtained from the State-owned Assets Administration Bureau of Tianjin Government (天津市人民政府國有資產監督管理委員會) in the event the Company sells or pledges the Transferred Assets.

Each of Mr. Jin Jian Ping (an executive Director and the chairman of the Board), Mr. Dong Hui Qiang (an executive Director) and Mr. Zhang Tian Hua (an executive Director) holds positions with Tianjin Gas. They do not have any equity interest in Tianjin Gas nor the Company. Save as the aforesaid Directors' positions with Tianjin Gas, each of the Directors and their respective associates has confirmed that he/she does not have any interest in a business which competes or may compete with the business of the Group.

Save as disclosed above, as at the date of this announcement, none of the Directors, controlling shareholders of the Company nor their respective associates has any interest in any business which competes or potentially competes, either directly or indirectly, with the business of the Group.

## **GENERAL**

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

## **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be made available for inspection on the website of the Company at <http://www.hklistco.com/8290> and the website of the Stock Exchange at <http://www.hkexnews.hk>:

- (a) the articles of association of the Company;
- (b) the Directors' report and the annual report of the Company for the financial year ended 31 December 2010;
- (c) the first quarterly report of the Company for the three months ended 31 March 2011;
- (d) the interim report of the Company for the six months ended 30 June 2011;
- (e) the Circular; and
- (f) a copy of each of the announcements and other corporate communications made by the Company as required under the GEM Listing Rules and the Listing Rules.

## **BIOGRAPHICAL DETAILS OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY**

The Company discloses below the biographical information of each current Director or Supervisor, and of the senior management of the Company:

### **Executive Directors**

**Mr. Jin Jian Ping (金建平)**, aged 52, is an executive Director, the chairman of the Board and the chairman of the remuneration committee of the Company. Mr. Jin graduated from the School of Architecture of the University of Tianjin (天津大學建築分校) in March 1983. Mr. Jin has obtained the qualification of senior engineer in 2002. He joined Tianjin Gas in August 1983. He is also the party secretary and chairman of the board of directors of Tianjin Gas. Mr. Jin was appointed as an executive Director on 4 January 2006 and is responsible for management of operation and safety management of the Company.

Save as disclosed above, Mr. Jin does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Jin entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Jin is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to his role in the Company and the market rate.

As at the date of this announcement, Mr. Jin does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Mr. Dong Hui Qiang (董惠強)**, aged 58, is an executive Director. Mr. Dong is a graduate of the postgraduate course for investment management organised by Chinese Academy of Social Sciences in December 2000. Mr. Dong worked in Tianjin Water Works Group Company Limited (天津自來水集團有限公司) from 1975 to 2003 and has acted as, among others, the deputy general manager and chief economist. Mr. Dong joined Tianjin Gas in June 2004 and is currently working as the chief economist. Mr. Dong is also a director of Tianjin Tianlian Investment Company Limited (天津天聯投資有限公司), a subsidiary of the Company. Mr. Dong was appointed as an executive Director on 4 January 2006 and is responsible for designing yearly and medium-to-long term investment plan of the Company.

Save as disclosed above, Mr. Dong does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Dong entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Dong is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to his role in the Company and the market rate.

As at the date of this announcement, Mr. Dong does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Mr. Bai Shao Liang (白少良)**, aged 52, is an executive Director. Mr. Bai has obtained a master degree in business administration from Nan Kai University (南開大學) in June 2005. Mr. Bai has been the chairman of the board of directors and general manager of Tianjin Wanshun Real Estate Company Limited (天津市萬順置業有限公司) (“Wanshun Real Estate”), a substantial shareholder of the Company, since 1993. Mr. Bai Shao Liang holds 76% interests in Wanshun Real Estate. Under the SFO, Mr. Bai Shao Liang is taken to be interested in all the Shares held by Wanshun Real Estate. Mr. Bai was appointed as an executive Director on 26 May 2006. Mr. Bai is responsible for making material decisions of the Company.

Save as disclosed above, Mr. Bai does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Bai entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Bai is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to his role in the Company and the market rate.

As at the date of this announcement, Mr. Bai is interested in 235,925,000 Domestic Shares, representing approximately 17.62% of the entire Domestic Shares, and approximately 12.83% of the entire issued share capital of the Company. Save as disclosed herein, Mr. Bai does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Ms. Tang Jie (唐潔)**, aged 43, is an executive Director. Ms. Tang graduated from the Tianjin Institute of Finance (天津財經學院) (now known as Tianjin University of Finance and Economics (天津財經大學)), majoring in accounting, in July 1991. Ms. Tang is one of the promoters of the Company and had been working for the Company as an accountant and deputy general manager in the account department since December 1998. She had been appointed as a deputy general manager of the Company in 2001. Ms. Tang was appointed as an executive Director on 28 December 2001 and is responsible for making material decisions of the Company.

Save as disclosed above, Ms. Tang does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Ms. Tang entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Ms. Tang is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to her role in the Company and the market rate.

As at the date of this announcement, Ms. Tang is interested in 41,700,000 Domestic Shares, representing approximately 3.11% of the entire Domestic Shares, and approximately 2.27% of the entire issued share capital of the Company. Save as disclosed herein, Ms. Tang does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Mr. Zhang Tian Hua (張天華)**, aged 48, is an executive Director. 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 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. In 2007, Mr. Zhang was awarded special subsidy by the State Council. Mr. Zhang is also the general manager of Tianjin Gas. Mr. Zhang was appointed as an executive Director on 23 September 2011.

Save as disclosed above, Mr. Zhang does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Zhang entered into a service contract with the Company for a term of three years commencing from 23 September 2011. Mr. Zhang is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to the prevailing market conditions, his roles and responsibilities.

As at the date of this announcement, Mr. Zhang does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

#### **Non-executive Director**

**Mr. Gong Jing (宮靖)**, aged 47, is a non-executive Director. Mr. Gong is a graduate of the University of Tianjin (天津大學) in June 2009 with a doctor of technology economics and management degree (技術經濟及管理博士學位). He has been the general manager of the investment development department of both Tianjin Beacon Coatings Co., Ltd (天津燈塔塗料有限公司) and Tsinlien Group Co., Ltd. (津聯集團有限公司) since 2001. Mr. Gong has been an executive director of Tianjin Development Holdings Limited, whose shares are listed on the Main Board (Stock code: 882), since April 2009. Mr. Gong was appointed as a non-executive Director on 28 December 2001. Mr. Gong participates in the decision making process for major policy making of the Company.

Save as disclosed above, Mr. Gong does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Gong entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Gong is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to his role in the Company and the market rate.

As at the date of this announcement, Mr. Gong did not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

## Independent Non-executive Directors

**Professor Zhang Yu Li (張玉利)**, aged 45, was appointed as an independent non-executive Director on 25 June 2007. Professor Zhang is a graduate of Nan Kai University (南開大學) in the PRC. He received a bachelor's degree in economic management in July 1987, a master's degree in corporate management in April 1990, and was awarded a doctorate in economics, majoring in corporate management in February 1996. Professor Zhang had been the associate dean of the School of Business of Nan Kai University (南開大學), the PRC. He has been the head of the Entrepreneurship Management Studies Centre (創業管理研究中心) of the School of Business of Nan Kai University (南開大學), the PRC since 2008. Professor Zhang is the chairman of the audit committee of the Company.

Save as disclosed above, Professor Zhang does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Professor Zhang entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Professor Zhang is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to his role in the Company and the market rate.

As at the date of this announcement, Professor Zhang does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Mr. Luo Wei Kun (羅維崑)**, aged 71, was appointed as an independent non-executive Director on 28 October 2002. Mr. Luo graduated from Tsinghua University (清華大學) in the PRC with a bachelor's degree in civil architecture in July 1964. He started his postgraduate studies in civil engineering in the same year and was subsequently awarded a postgraduate diploma in 1967. He was a technician in the Wuhan Branch of the China National Pharmaceutical Industry Corporation (中國醫藥工業公司武漢分公司) (now known as China National Pharmaceutical Industry Corporation Limited) (中國醫藥工業有限公司) in 1968. He worked in the State Ministry of Medicine-Hubei Medical Manufactory Branch (國家醫葯穀局湖北製葯製劑分廠) from 1969 to 1985 and successively held various positions, including deputy chief engineer. He worked as an engineer, section head and assistant to factory manager in Tianjin Second Coal Gas Factory (天津市第二煤氣廠) from 1986 to 1992. He was the deputy chief engineer in Tianjin Public Utility Bureau (天津市公用局) since 1992 and up to his retirement in March 2000. Mr. Luo acted as a consultant in Tianjin City Gas Administrative Office (天津市燃氣管理處) since 2000, and had been a committee member of Urban Coal Gas Association of Civil Engineering Association in China (中國土木工程學會城市煤氣學會理事會), a member of the technical consultant committee in the Planning Office of Tianjin City (天津市建設管理委員會技術顧問委員會). Mr. Luo is currently an independent non-executive director of China Leason Investment Group Co., Limited (中國聯盛投資集團有限公司), whose shares are listed on GEM (Stock code: 8270). Mr Luo is a member of the audit committee and a member of the remuneration committee of the Company.

Save as disclosed above, Mr. Luo does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Luo entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Luo is entitled to receive an annual remuneration of RMB50,000 which was determined with reference to his role in the Company and the market rate.

As at the date of this announcement, Mr. Luo does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.



**Mr. Chan Shun Kuen, Eric (陳舜權)**, aged 49, was appointed as an independent non-executive Director on 12 November 2004. Mr. Chan is an external consultant of Development Principles Group (Hong Kong) Limited. Mr. Chan holds a Master of Commerce degree and a Bachelor of Laws degree in October 1988 and October 1996 respectively and is an associate member of Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants). Mr. Chan is currently a non-executive director of China Au Group Holdings Limited (formerly known as “Blu Spa Holdings Limited”), whose shares are listed on GEM (Stock code: 8176). On 3 December 2008, the SFC issued a press release regarding a decision of the Securities and Futures Appeal Tribunal (the “SFAT”). It stated that the SFAT confirmed the SFC’s disciplinary sanction to fine Mr. Chan HK\$200,000 for his lapse in duties when acting on behalf of his former employer as a sponsor for a listing application in 2003. Full particulars surrounding this matter are available on the SFC’s website. The Company has published an announcement in relation to the same on 25 October 2010. Mr. Chan is a member of the audit committee and a member of the remuneration committee of the Company.

Save as disclosed above, Mr. Chan does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Chan entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Chan is entitled to receive an annual remuneration of RMB100,000 which is determined with reference to his qualification and experience.

As at the date of this announcement, Mr. Chan does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Mr. Tam Tak Kei, Raymond (譚德機)**, aged 48, was appointed as an independent non-executive Director on 13 February 2011. Mr. Tam holds a Bachelor of Arts degree in Accounting with Computing from University of Kent at Canterbury, England in July 1985 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).

Save as disclosed above, Mr. Tam does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Tam entered into a service contract with the Company for a term commencing from 15 February 2011 until the conclusion of the annual general meeting of the Company in 2012. Mr. Tam is entitled to receive an annual remuneration of RMB100,000 which was determined with reference to the prevailing market conditions, his roles and responsibilities.

As at the date of this announcement, Mr. Tam does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

## **Supervisors**

**Mr. Cao Shu Jing (曹書經)**, aged 59, was appointed as a Supervisor on 4 January 2006. Mr. Cao graduated from the Management Institute of Tianjin City (天津市管理幹部學院), majoring in corporate ideological and political work in January 1985, and subsequently in administration of commerce and industry management in January 1990. Mr. Cao joined Tianjin Gas in March 1973. Mr. Cao is a qualified senior political officer, and is currently the deputy general manager of Tianjin Gas.

Save as disclosed above, Mr. Cao does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Cao entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Cao is entitled to receive an annual remuneration of RMB50,000 in his capacity as the Supervisor.

As at the date of this announcement, Mr. Cao does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Professor Qi Yin Feng (齊寅峰)**, aged 73, was appointed as an independent Supervisor on 28 October 2002. He graduated from Nan Kai University (南開大學), the PRC, with a bachelor's degree in mathematics. Since his graduation in July 1962, Professor Qi taught in Nan Kai University (南開大學), the PRC. He was awarded the Third Prize of the Technology Advance Award (科學技術進步獎三等獎) by the State Educational Commission (國家教育委員會), the PRC. Since 1988, Professor Qi had been a vice president in the Society of System Engineering of Tianjin (天津市系統工程學會). He acted as a consultant for Kunming National High & New Tech Industry Development Zone (昆明高新技術產業開發區) from 1993 to 1996. In 2002, Professor Qi completed a training course for independent directors of listed companies jointly organised by the China Securities Regulatory Commission and School of Economics and Management of Tsinghua University (清華大學), the PRC.

Save as disclosed above, Professor Qi does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Professor Qi entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Professor Qi is entitled to receive an annual remuneration of RMB50,000 in his capacity as the Supervisor.

As at the date of this announcement, Professor Qi does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Mr. Sha Jin Cheng (沙錦程)**, aged 66, was appointed as an independent Supervisor on 25 June 2007. He graduated from Shanghai Chemical College (上海化工學院), the PRC in August 1968, majoring in basic organic chemical engineering. Mr. Sha then worked for the Long-Term Planning Department of Tianjin Chemical Bureau (天津市化工局長遠規劃處) the PRC and the Department of Foreign Investment of Tianjin City (天津市外經貿委外資處) from 1992 to 1996. He was the deputy general manager in the group investment department of Tsinlien Group Co., Ltd. (津聯集團有限公司) from 1996 to 2006. Mr. Sha has been working as a deputy general manager in Suryamas Daily Chemical (Tianjin) Co., Ltd. (源達日化(天津)有限公司) since November 2006.

Save as disclosed above, Mr. Sha does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Sha entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Sha is entitled to receive an annual remuneration of RMB50,000 in his capacity as the Supervisor.

As at the date of this announcement, Mr. Sha does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Mr. Sun Xue Gang (孫學剛)**, aged 36, is a Supervisor and a deputy general manager of the Company. Mr. Sun graduated from the Tianjin Institute of Finance (天津財經學院) (now known as the Tianjin University of Finance and Economics (天津財經大學)), the PRC, majoring in economic information management, in July 1997. Between 1997 and 2006, he worked for Tianjin Water Works Group Company Limited (天津市自來水集團有限公司) and had successively been a management cadre in the human resources department and a vice party secretary, and had been a deputy manager of Tianjin Water Works Group Company Limited (天津市自來水集團有限公司) retail branch in the northern part of Tianjin. He was appointed as a deputy general manager of the Company in 2006 and has been appointed as a Supervisor on 25 June 2007. Mr. Sun is responsible for corporate investment and financing, investor relationship and internal audit of the Company. He is also responsible for organising feasibility study and application for approval in relation to the investment projects of the Company and managing the Jining Branch Office of the Company.

Save as disclosed above, Mr. Sun does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Mr. Sun entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Mr. Sun is entitled to receive an annual remuneration of RMB50,000 in his capacity as the Supervisor.

As at the date of this announcement, Mr. Sun does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

**Ms. Hao Li (郝力)**, aged 41, is a Supervisor. Ms. Hao graduated from the School of Tianjin Committee of the Communist Party (中共天津市委黨校), majoring in economics and management, in December 2005. She worked in the planning department of Tianjin Gas from 1988 to 2005, and subsequently joined the Company and worked in the management department. She was appointed as a Supervisor on 25 June 2007.

Save as disclosed above, Ms. Hao does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, and did not hold any directorship in other listed companies in the past three years.

Ms. Hao entered into a service contract with the Company for a term of three years commencing from 22 June 2009 until the conclusion of the annual general meeting of the Company in 2012. Ms. Hao is entitled to receive an annual remuneration of RMB50,000 in her capacity as the Supervisor.

As at the date of this announcement, Ms. Hao does not have any interest in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information relating to the Directors or the Supervisors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matter that needs to be brought to the attention of the Shareholders in relation to the Directors' or the Supervisors' engagement.

## SENIOR MANAGEMENT

**Mr. Zheng Tai Qi (鄭太琪)**, aged 58, is a graduate of the Tianjin Institute of Financial (天津財經學院) (now known as the Tianjin University of Finance and Economics (天津財經大學)), the PRC, in December 1987. Mr. Zheng is a senior engineer. He joined Tianjin Gas in August 1974. Mr. Zheng was a deputy manager of the First Sales Branch of Tianjin Gas, and has been the general manager of the Company since December 2004. Mr. Zheng is responsible for the management of the production and operation of the Company, formulating and implementing annual operation plan of the Company, formulating internal control procedures and organising on-the-job training of employees of the Company.

Save as disclosed above, Mr. Zheng did not hold any directorship in other listed companies in the past three years.

**Ms. Zhang Zhi Hua (張芷華)**, aged 51, graduated from the School of Architecture of the University of Tianjin (天津大學建築分校), the PRC, in July 1983. She is a senior engineer. She joined Tianjin Gas in August 1983. She was the section head of the measurement technical section of the First Sales Branch of Tianjin Gas, and the chief engineer of Heping District Sales Offices. She has been the chief engineer of the Company since April 2008.

Save as disclosed above, Ms. Zhang did not hold any directorship in other listed companies in the past three years.

**Mr. Sun Xue Gang (孫學剛)**, aged 36, is a deputy general manager of the Company. His biographical details are set out above under the paragraph headed “Supervisors” in this announcement.

**Ms. Wang Li Ping (王莉萍)**, aged 45, graduated from Tianjin Institute of Finance (天津財經學院) (now known as the Tianjin University of Finance and Economics (天津財經大學)), the PRC in July 1985. She is an accountant. She was the deputy head of the Financial Department of Tianjin Gas from 2004 to 2005, and has been the manager of the Finance Department of the Company thereafter.

Save as disclosed above, Ms. Wang did not hold any directorship in other listed companies in the past three years.

## WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES

Rule 8.12 of the Listing Rules provides that an issuer applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive Directors must be ordinary resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirements under Rule 8.12 of the Listing Rules shall apply to the Company which is a PRC issuer (as defined in the Listing Rules) except as otherwise permitted by the Stock Exchange in its discretion.

Given that the business and operation of the Group are primarily located, managed and conducted in the PRC and none of the executive Directors are ordinarily resident in Hong Kong, the Company does not and will not, in the foreseeable future, have a management presence in Hong Kong.

Accordingly, the Company has applied to the Stock Exchange for a waiver from compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules. The Stock Exchange has granted the requested waiver to the Company from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules on condition that the Company would adopt the following arrangements to maintain regular communication with the Stock Exchange:

- (a) the Company has two authorised representatives pursuant to Rule 3.05 of the Listing Rules, who will act as the Company's principal channel of communication with the Stock Exchange. The two authorised representatives appointed are Mr. Dong Hui Qiang, an executive Director, and Mr. Kwok Shun Tim, the company secretary to the Company who is ordinarily resident in Hong Kong. Each of the authorised representatives will be available to meet with the Stock Exchange in Hong Kong upon reasonable short notice and will be readily contactable by telephone, facsimile or email. Each of the two authorised representatives is authorised to communicate on behalf of the Company with the Stock Exchange;
- (b) both authorised representatives have means to promptly contact all members of the Board (including the independent non-executive Directors) and of the senior management team at all times as and when the Stock Exchange wishes to contact them or any of them on any matters. To enhance the communication between the Stock Exchange, the authorised representatives and the Directors, the Company will implement a number of policies that (i) each executive Director, non-executive Director and independent non-executive Director shall provide his/her mobile phone number(s), residential phone number(s), office phone number(s), fax number(s) (if available) and email address(es) (if available) to the authorised representatives; (ii) in the event that an executive Director, non-executive Director or independent non-executive Director expects to travel and be out of office, he/she shall provide the phone number of the place of his/her accommodation to the authorised representatives; and (iii) all the Directors and authorised representatives will provide their respective mobile phone numbers, residential phone numbers, office phone numbers, fax numbers (if available) and email addresses (if available) to the Stock Exchange;
- (c) the Company has established a liaison office in Hong Kong at 1004, Wing On Plaza, Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company and its representatives may from time to time be contactable via such liaison office;
- (d) if the circumstances require, meetings of the Board can be convened and held in such manner as permitted under the articles of association of the Company at short notice to discuss and address any issue with which the Stock Exchange is concerned in a timely manner;
- (e) a compliance adviser has been appointed by the Company to provide the Company with professional advice on continuing obligations under the Listing Rules, and to act at all times, in addition to the two authorised representatives of the Company, as the Company's additional channel of communication with the Stock Exchange for the period commencing on 11 April 2011 and ending on the date on which the Company publishes its annual report in respect of the financial year ending 31 December 2013, being the second full financial year commencing after 11 April 2011;
- (f) meetings between the Stock Exchange and the Directors could be arranged through the authorised representatives or the compliance adviser, or directly with the Directors within a reasonable time frame. The Company will inform the Stock Exchange promptly of any change in the authorised representatives or the compliance adviser; and
- (g) all the Directors (except Mr. Chan Shun Kuen, Eric and Mr. Tam Tak Kei, Raymond, both of whom are independent non-executive Directors and are ordinary residents in Hong Kong) have confirmed that they possess or can apply for valid travel documents to travel freely to Hong Kong and would be able to come to Hong Kong and meet with the Stock Exchange upon reasonable notice.

## QUARTERLY REPORTING OF FINANCIAL RESULTS

The Company will not continue the quarterly reporting of financial results after the listing of the H Shares on the Main Board.

### DEFINITIONS

In this announcement, the following terms shall have the following meanings unless the context otherwise requires:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	circular of the Company dated 31 December 2010 in relation to, among other things, the very substantial acquisition treated as a reverse takeover and an application for new listing and connected transaction involving acquisition of assets and issue of consideration shares and continuing connected transactions in relation to gas supply
“Company”	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 PRC and the issued H Shares of which are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and are subscribed for and traded in Hong Kong dollars
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“PRC”	the People’s Republic of China, which for the purposes of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the H Shares and holder(s) of the Domestic Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Tianjin Gas”	天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited*), a State-owned enterprise established in the PRC with limited liability and owned by the Tianjin Municipal Government
“Transfer of Listing”	the transfer of listing of the H Shares from GEM to the Main Board
“Transferred Assets”	part of the tangible assets and gas ancillary facilities previously 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, and which were sold to the Company pursuant to an asset acquisition agreement dated 16 September 2009 (as supplemented by a supplemental agreement dated 28 December 2010), particulars of which are set out in the Circular
“%”	per cent.

\* *For identification purpose only*

By order of the Board  
**Tianjin Tianlian Public Utilities Company Limited**  
**JIN JIAN PING**  
*Chairman*

Tianjin, the PRC, 4 October 2011

*As at the date of this announcement, the Board comprises 5 executive Directors, namely Mr. Jin Jian Ping (Chairman), Mr. Dong Hui Qiang, Mr. Bai Shao Liang, Ms. Tang Jie and Mr. Zhang Tian Hua, 1 non-executive Director, namely 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, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. 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.*

*This announcement will remain on the “Latest Company Announcement” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting, on the “Listed Company Information” page on the Stock Exchange website at <http://www.hkexnews.hk>, and on the Company’s website at <http://www.hklistco.com/8290> from the date of publication.*