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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: 01265)

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, 30 December 2011 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (1) the conditional 2012 Gas Supply Contract (the “2012 Gas Supply Contract”) (copy of which is produced before the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 28 October 2011 and entered into between 天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited*) (“Tianjin Gas”) and the Company in respect of the supply of natural gas by Tianjin Gas to the Company for the 12 months ending 31 December 2012 be and is hereby approved, confirmed and ratified, and the transactions contemplated thereunder be and are hereby approved;
- (2) the conditional 2013 Gas Supply Contract (the “2013 Gas Supply Contract”) (copy of which is produced before the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) dated 28 October 2011 and entered into between Tianjin Gas and the Company in respect of the supply of natural gas by Tianjin Gas to the Company for the 12 months ending 31 December 2013 be and is hereby approved, confirmed and ratified, and the transactions contemplated thereunder be and are hereby approved;
- (3) the conditional 2014 Gas Supply Contract (the “2014 Gas Supply Contract”) (copy of which is produced before the meeting marked “C” and initialed by the chairman of the meeting for the purpose of identification) dated 28 October 2011 and entered into between Tianjin Gas and the Company in respect of the supply of natural gas by Tianjin Gas to the Company for the 12 months ending 31 December 2014 be and is hereby approved, confirmed and ratified, and the transactions contemplated thereunder be and are hereby approved;
- (4) the conditional 2012 Gas Transportation Contract (the “2012 Gas Transportation Contract”) (copy of which is produced before the meeting marked “D” and initialed by the chairman of the meeting for the purpose of identification) dated 28 October 2011 and entered into between the Company and Tianjin Gas, pursuant to which the Company agrees to allow Tianjin Gas to transmit natural gas via the gas pipelines owned and managed by the Company for the three years ending 31 December 2014 be and are hereby approved, confirmed and ratified, and the transactions contemplated thereunder be and are hereby approved;

- (5) any one director of the Company be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents under hand (and, where required, under the common seal of the Company together with such other director of the Company or person authorised by the board of directors of the Company) and to take such steps as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the 2012 Gas Supply Contract, the 2013 Gas Supply Contract, the 2014 Gas Supply Contract and the 2012 Gas Transportation Contract and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

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

Tianjin, PRC, 14 November 2011

Notes:

- (a) 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, 30 November 2011 to Friday, 30 December 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, 29 November 2011 (after closing of trading), are entitled to attend the EGM and to vote thereat. All transfers of H shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Tuesday, 29 November 2011.
- (b) 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.
- (c) Voting at the EGM shall be taken on a poll.
- (d) To be valid, the proxy forms 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 (g) not less than 24 hours before the time scheduled for holding the EGM or any adjourned meeting.

- (e) Shareholders of the Company who intend to attend the EGM are required to complete and return to the Company the enclosed confirmation slip by Saturday, 10 December 2011. Further details are set out in the confirmation slip and explanation thereto.
- (f) Completion and return of the proxy forms and confirmation 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.
- (g) 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 principal place of business in the PRC of the Company at Floor 9, Gangao Tower, 18 Zhengzhou Road, He Ping District, Tianjin, PRC (for holders of domestic shares of the Company), 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 of the Company) as soon as practicable and in any event not later than 24 hours before the time appointed for holding of the EGM.
- (h) Shareholders of the Company and proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.

As at the date of this announcement, the Board comprises 5 executive Directors, namely Mr. Jin Jian Ping (Chairman), Mr. Dong Hui Qiang, Ms. Tang Jie, Mr. Bai Shao Liang 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 is made by the order of the Board. 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.

** For identification purposes only*