

For the month ended (dd/mm/yyyy):

# Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearing Limited					
	Towngas China Company Limited 06/04/2011				
I. Movements in Authorised Share	Capital				
1. Ordinary Shares (1) Stock code: 1083 De	escription :				
(1) Stock code . 1083 De	escription.		_		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mont	h <u>3,000,000,000</u>	HK\$0.10	HK\$300,000,000.00		
Increase/(decrease)	NIL		NIL		
Balance at close of the month	3,000,000,000	HK\$0.10	HK\$300,000,000.00		
(2) Stock-code :De	escription:		_		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mont	h				
Increase/(decrease)					
Balance at close of the month					

31/03/2011

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•	Preference	Sharee
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Stock code:Descri	ription:		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

#### 3. Other Classes of Shares

Stock code:Descr	iption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month ( $State\ currency$ ):

HK\$300,000,000.00

# II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference shares	No. of other classes of shares
	(1)	(2)	Shares	of shares
Balance at close of preceding month	2,450,287,330			
Increase/ (decrease) during the month	8,047,500			
Balance at close of the month	2,458,334,830			

### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and —					•	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 GEM						
Share						
Option						
Scheme						
(04/04/2001)						
Ordinary shares	NIL	8,047,500	NIL	NIL	8,047,500	2,010,000
(Note 1)						
,						
2. 2005 Main						
Board Share						
Option						
Scheme						
(28/11/2005)	NIII	NIII	NIII	NIII	NIII	16 240 000
Ordinary shares	NIL	NIL	NIL	NIL	NIL	16,240,800
(Note 1)						
3. N/A						
( / / )						
shares						
( <i>Note 1</i> )						
		To	otal A. (Ordin	ary shares)	8,047,500	
				nce shares)	N/A	
			•	Other class)	N/A	
Tatal family and a 1	da = 41= =	. C	•	Juici Class)	1 1/ / 1	
Total funds raised dur options (State currence		i from exercise o		28,029,442.	50	
options (State current	· y )		11114	20,027,442.	<u> </u>	

Warrants to Issue Shares of the Iss	uer which are	to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	f Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( /	/ )				
2.						
	$\overline{}$	<del></del> -				
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( /					
3.	( /	/ )				
( / / )		`				
Stock code (if listed) Class of shares						
issuable (Note 1)						
EGM approval date (if applicable)						
	( /	/ )				
4.						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date		_				
(if applicable) (dd/mm/yyyy)	( /	/ )			\	
(uu/IIIII/yyyy)	( /	<i>'</i>				
		Total	B. (Ordin	nary shares)		
			(Prefere	ence shares)		
			(	Other class)		. \

Class and description	amount	Amount at close of preceding	Converted during the	Amount at close of the	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Class and description	outstanding	month	month	month		
<u>+</u>	<u> </u>					
	_					
	<del>_</del>					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)) 2.	( / / )					
2.	_					
	-\					
	_ \					
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )	\				
3.	_					
	<u> </u>					
Stock code (if listed)		<u> </u>	$\overline{}$		·	
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
4.	<u> </u>					
	<u> </u>					
	_				\	
Stock code (if listed)					$\overline{}$	
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
			Total C. (Ordin	nary shares)		-
			(Prefere	ence shares) Other class)		-
			(1	Onici Class)		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1		
shares (Note 1)		
2.		
shares (Note 1)		-
3		
shares (Note 1)		· -
T (1D (0 !) 1	-	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		
		_

_	Oth	ner Movements in Issu	ued Share Capital					
		Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
,				Class of shares issuable (Note 1)				
	1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( /	/ )		
				EGM approval date: (dd/mm/yyyy)	( /	/ )		
•			At price :	Class of shares issuable (Note 1)				
	2.	Open offer	State currency	_ Issue and allotment date : (dd/mm/yyyy)	( /	/ )		
				EGM approval date: (dd/mm/yyyy)	( /	/ )		
				Class of shares issuable (Note 1)				
	3.	Placing	At price : State currency	_ Issue and allotment date : (dd/mm/yyyy)	( /	/ )		
				EGM approval date: (dd/mm/yyyy)	( /	/ )		
							-	
				Class of shares issuable (Note 1)				
	4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( /	/ )		
				EGM approval date: (dd/mm/yyyy)	( /	/ )		

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) ( / / ) State Issue and allotment Scrip dividend At price: currency date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares repurchased (Note 1) ( / / ) Repurchase of Cancellation date: shares (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class shares redeemed (Note 1) Redemption of ( / / Redemption date shares (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (*Note 1*) ( / / 8. Consideration issue At price : State currency ) Issue and allotment date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy)

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which may be during the month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable -(*Note 1*) ( / / ) Capital Issue and allotment reorganisation date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares issuable (*Note 1*) At price : State currency 10. Other ( / / Issue and allotment (Please specify) date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Total E. (Ordinary shares) (Preference shares)

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	8,047,500
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Is.	sued Sh	are Capital").)

(Other class)

Remarks (if any):
N/A
Submitted by: Ho Hon Ming, John
Title: Executive Director & Company Secretary
(Director, Secretary or other duly authorised officer)
Notes:

#### *Notes*:

- State the class of shares (e.g. ordinary, preference or other). 1.
- If there is insufficient space, please append the prescribed continuation sheet. 2.