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港華燃氣有限公司
Towngas China Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1083)

RE-DESIGNATION OF DIRECTOR

AND

CHANGES OF BOARD COMMITTEE MEMBERS

Mr. Kwan Yuk Choi, James has been re-designated as an independent non-executive director and appointed as a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from the conclusion of its annual general meeting on 29 May 2015.

The board of directors (the “Board”) of Towngas China Company Limited (the “Company”) announces that Mr. Kwan Yuk Choi, James (“Mr. Kwan”), previously a non-executive director of the Company, has been re-designated as an independent non-executive director and appointed as a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from the conclusion of its annual general meeting on 29 May 2015.

Mr. Kwan, *J.P., R.P.E. (Gas), C.Eng., Hon.F.H.K.I.E., F.I.G.E.M., F.I.Mech.E., F.E.I., F.C.I.B.S.E., M.B.A., B.Sc. (Eng)*, aged 63, was appointed as an executive director of the Company in 2007 and was re-designated as a non-executive director of the Company with effect from 1 February 2013. Mr. Kwan is also an independent non-executive director of MTR Corporation Limited, a public listed company in Hong Kong. He was awarded an Honorary Fellowship by The Hong Kong University of Science and Technology in 2011. He was the President of The Institution of Gas Engineers (currently known as The Institution of Gas Engineers & Managers) in the United Kingdom in 2000/2001 and The Hong Kong Institution of Engineers in 2004/2005. Mr. Kwan was also a former member of the Construction Industry Council, the Transport Advisory Committee, the Vocational Training Council and the Standing

Committee on Disciplined Services Salaries and Conditions of Service of the Hong Kong Special Administrative Region. Mr. Kwan is a Registered Professional Engineer (Gas), a Chartered Engineer, Honorary Fellow of The Hong Kong Institution of Engineers, Fellow of The Institution of Mechanical Engineers, Fellow of The Institution of Gas Engineers & Managers, Fellow of The Energy Institute and Fellow of Chartered Institution of Building Services Engineers of the United Kingdom. Mr. Kwan was an executive director and the chief operating officer of The Hong Kong and China Gas Company Limited (“HKCG”, a public listed company in Hong Kong and the controlling shareholder of the Company) prior to his retirement on 1 February 2013. His other directorship in public listed companies in the last 3 years includes Shenzhen Gas Corporation Ltd., which is a listed company on the Shanghai Stock Exchange.

Save as disclosed above, Mr. Kwan did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

By a letter of appointment dated 29 May 2015 with the Company, Mr. Kwan has been re-designated as an independent non-executive director of the Company with effect from the conclusion of its annual general meeting on 29 May 2015. Mr. Kwan shall serve as an independent non-executive director of the Company from the conclusion of its annual general meeting on 29 May 2015 until its next following annual general meeting, and his term of appointment will be subject to the requirements for retirement, rotation, re-election and vacation of office of directors as set forth in the Articles of Association of the Company.

Mr. Kwan is entitled to a fixed annual remuneration of HK\$500,000 per annum for acting as an independent non-executive director of the Company and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company, subject to determination by the Board from time to time with reference to his duties and responsibilities and the Company’s performance and profitability.

As at the date of this announcement, Mr. Kwan has a personal interest in 2,515,000 shares of the Company (representing approximately 0.10% of the number of issued shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong (the “SFO”). Mr. Kwan has personal and family interests in 70,736 and 80,143 shares respectively in HKCG (being an associated corporation (within the meaning of Part XV of the SFO) of the Company), representing approximately 0.0014% of the number of issued shares of HKCG as at the date of this announcement.

Mr. Kwan does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Having regard that Mr. Kwan did not perform any executive role or management function in the Company or its holding company or any of their respective subsidiaries or any core connected persons of the Company before the re-designation, the Company considers that his previous position as a non-executive director of the Company has no bearing on his independence as an independent non-executive director of the Company, notwithstanding that such previous directorship may technically fall within the independence guideline in Rule 3.13(7) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) among the factors which may affect independence.

Save as disclosed above, there are no other matters concerning Mr. Kwan that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

By Order of the Board
Towngas China Company Limited
HO Hon Ming, John
Executive Director and Company Secretary

Hong Kong, 29 May 2015

As at the date of this announcement, the Board comprises:

Executive Directors:

CHAN Wing Kin, Alfred (*Chairman*)
WONG Wai Yee, Peter (*Chief Executive Officer*)
HO Hon Ming, John (*Company Secretary*)
KEE Wai Ngai, Martin

Independent Non-executive Directors:

CHENG Mo Chi, Moses
LI Man Bun, Brian David
KWAN Yuk Choi, James