

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1083)

## ANNOUNCEMENT

This announcement is made by Towngas China Company Limited (the “**Company**”) pursuant to Rules 13.51(2)(n)(iv) and 13.51B(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Company was notified by Mr. Ho Hon Ming, John (“**Mr. Ho**”), an executive director of the Company, that Changchun Gas Co., Ltd. (長春燃氣股份有限公司) (“**CGCL**”), which is an associate of the Company, received a notice of Administrative Supervision Decision (Ji Zheng Jian Jue [2015] No.2) (《行政監管措施決定書》(吉證監決 [2015] 2 號)) (the “**Notice**”) dated 10 October 2015 issued by the Jilin Bureau of the China Securities Regulatory Commission (中國證券監督管理委員會吉林監管局) (the “**Jilin Bureau of the CSRC**”). Under the Notice, CGCL was informed that:

- (1) the Jilin Bureau of the CSRC found that CGCL did not transfer the construction-in-progress to fixed assets in time and resulted in understating of RMB5,688,000 in depreciation and overstating of RMB5,688,000 in profit in 2014, and that the above was a breach by CGCL of the relevant requirements under the Securities Law (《證券法》) of the People’s of Republic of China (“**PRC**”) and the “Administrative Measures for Information Disclosure of Listed Companies” (《上市公司信息披露管理辦法》); and
- (2) the Jilin Bureau of the CSRC found that CGCL did not complete the registration form of insiders having knowledge of inside information and memorandum of major events progress in relation to an issuance of non-public shares in 2015, and that the above was a breach by CGCL of the relevant requirements under the “Regulations on Establishment of Registration and Management System of Inside Information and Insiders by Listed Companies” (《關於上市公司建立內幕信息知情人登記管理制度的規定》).

In the Notice, the Jilin Bureau of the CSRC imposed corrective measures on CGCL and required CGCL to submit a rectification and improvement proposal to the Jilin Bureau of the CSRC in respect of the above issues before 31 October 2015.

For details of the Notice, please refer to the announcement published by CGCL on 21 October 2015 on the following website of the Shanghai Stock Exchange ([http://static.sse.com.cn/disclosure/listedinfo/announcement/c/2015-10-21/600333\\_20151021\\_1.pdf](http://static.sse.com.cn/disclosure/listedinfo/announcement/c/2015-10-21/600333_20151021_1.pdf)).

As the Company understands, Mr. Ho is a director of CGCL and was not involved in the above incidents of CGCL, except for the fact that he has been a director of CGCL since 30 May 2013 and participated as such in some decisions of the board of CGCL. The board of directors of the Company (the “**Board**”) believes that the Notice does not have any material adverse impact on the operation of the Company and its subsidiaries (the “**Group**”) as a whole. The Board will continue to monitor the development of the matter and assess any impact of it on the Group.

Save as disclosed in this announcement, the Board is not aware of any information which is required to be disclosed pursuant to Rule 13.51B(2) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company in relation to the above matter.

By order of the Board  
**Towngas China Company Limited**  
**Wong Wai Yee, Peter**  
*Executive Director and Chief Executive Officer*

Hong Kong, 28 October 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

*(English names of the PRC established companies/entities in this announcement are only translations of their official Chinese names. In case of any inconsistency, the Chinese names shall prevail.)*