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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)

**DISCIPLINARY PROCEEDING AGAINST
AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

This announcement is made by the board of directors of the Company (the “Board”) pursuant to Rules 13.51B(2) and 13.51(2)(u) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of the Company dated 21 November 2013 regarding the disciplinary proceedings before the Takeovers and Mergers Panel (the “Panel”) against Mr. Chow Vee Tsung, Oscar (“Mr. Chow”), an independent non-executive director of the Company and two other persons for breach of the Code on Takeovers and Mergers and Share Repurchases (the “Takeovers Code”).

In connection with the matter mentioned above, the Board was informed by Mr. Chow and had noted the news published by the Securities and Futures Commission (the “SFC”) on 13 March 2015, that the Panel found that Mr. Chow and two other persons breached the mandatory offer requirement under the Takeovers Code, in that they acted in concert with the late Ms. Nina Kung to obtain and consolidate control over ENM Holdings Limited (Stock Code: 128), through the acquisition of voting rights, and there was a failure to make a general offer as required by the Takeovers Code. It is noted that the Panel will issue its written reasons in due course. Further information regarding the above can be found at the website of the SFC (<http://www.sfc.hk>) under the “News” column.

Based on the news published by the SFC as mentioned above, the Board considers that the event will not have a material adverse impact on the business and/or operations of the Company and its subsidiaries.

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

Hong Kong, 16 March 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*)

Independent Non-executive Directors:

CHENG Mo Chi, Moses

LI Man Bun, Brian David

CHOW Vee Tsung, Oscar

Non-executive Director:

KWAN Yuk Choi, James