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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 30 MAY 2011

Reference is made to the notice of the annual general meeting (the “AGM”) of Towngas China Company Limited (the “Company”) dated 6 April 2011 (the “Notice of AGM”) and the circular of the Company dated 6 April 2011 (the “Circular”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “Board”) is pleased to announce that all resolutions were approved by the shareholders of the Company by poll at the AGM. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2010	2,118,373,700 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(a)	To re-elect Mr. Wong Wai Yee, Peter as director	2,118,373,700 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(b)	To re-elect Mr. Kwan Yuk Choi, James as director	2,118,373,700 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
2.(c)	To re-elect Mr. Ho Hon Ming, John as director	2,118,373,700 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(d)	To authorize the board of directors to fix the remuneration of directors	2,118,302,200 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix the remuneration of auditors	2,118,368,700 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
4.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company	2,118,373,700 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company	1,822,938,420 (86.053675%)	295,435,280 (13.946325%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
6.	To extend the general mandate to the directors to allot, issue and deal with additional shares of the Company by addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company	1,835,272,120 (86.635888%)	283,101,880 (13.364112%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
7.	To approve payment of a final dividend of three HK cents per share from the share premium account of the Company in respect of the year ended 31 December 2010	2,118,372,700 (99.999953%)	1,000 (0.000047%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

SPECIAL RESOLUTION		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
8.	To amend the articles of association of the Company	2,118,261,200 (100%)	0 (0%)
As more than 75% of the votes were cast in favour of the resolution, the resolution was carried.			

* *The full text of the resolutions was set out in the Notice of AGM.*

As at the date of the AGM, a total of 2,460,344,830 shares of the Company (the “Shares”) were in issue. The total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM was 2,460,344,830 Shares. None of these 2,460,344,830 Shares were Shares entitling the holders to attend and vote only against the resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar, was appointed as the scrutineer for vote-taking at the AGM.

No party has stated its intention in the Circular that it would vote against any resolution or that it would abstain from voting at the AGM.

For and on behalf of
Towngas China Company Limited
HO Hon Ming, John
Executive Director and Company Secretary

Hong Kong, 30 May 2011

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

Executive Directors:

CHAN Wing Kin, Alfred (*Chairman*)
WONG Wai Yee, Peter (*Chief Executive Officer*)
KWAN Yuk Choi, James
HO Hon Ming, John (*Company Secretary*)
LAW Wai Fun, Margaret

Independent Non-executive Directors:

CHOW Yei Ching
CHENG Mo Chi, Moses
LI Man Bun, Brian David