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(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1083)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 29 MAY 2015**

AND

APPOINTMENT OF AN EXECUTIVE DIRECTOR

Reference is made to the notice of the annual general meeting (the “AGM”) of Towngas China Company Limited (the “Company”) dated 20 April 2015 (the “Notice of AGM”) and the circular of the Company dated 20 April 2015 (the “Circular”).

I. 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 adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2014	2,146,267,130 (100%)	9 (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. Ho Hon Ming, John as a director of the Company	1,955,438,516 (91.257081%)	187,341,523 (8.742919%)
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.(b)	To re-elect Dr. Cheng Mo Chi, Moses as a director of the Company	1,962,351,487 (91.430906%)	183,915,652 (8.569094%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(c)	To re-elect Mr. Li Man Bun, Brian David as a director of the Company	2,130,717,644 (99.275510%)	15,549,495 (0.724490%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(d)	To elect Mr. Kee Wai Ngai, Martin as an executive director of the Company	1,955,440,533 (91.257175%)	187,339,506 (8.742825%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(e)	To authorise the board of directors of the Company to fix the remuneration of directors of the Company	2,145,223,307 (99.951365%)	1,043,832 (0.048635%)
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 auditor and to authorise the board of directors of the Company to fix the remuneration of auditor	2,146,053,113 (99.990960%)	194,026 (0.009040%)
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 of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company	2,146,267,130 (100%)	9 (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 of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company	1,785,411,880 (83.186843%)	360,855,259 (16.813157%)
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
6.	To extend the general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company by addition thereto of the number of shares representing the aggregate number of shares repurchased by the Company	1,802,776,156 (83.995889%)	343,490,983 (16.004111%)
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 ten HK cents per share from the share premium account of the Company in respect of the year ended 31 December 2014 with an option for scrip dividend	2,146,267,130 (100%)	9 (0%)
As more than 50% 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 2,642,908,769 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 2,642,908,769 Shares. None of these 2,642,908,769 Shares were Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). No shareholder of the Company was required under the Listing Rules to abstain from voting 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 had stated its intention in the Circular that it would vote against any resolution or that it would abstain from voting at the AGM.

II. APPOINTMENT OF AN EXECUTIVE DIRECTOR

Mr. Kee Wai Ngai, Martin, *C.Eng., M.I.G.E.M., M.B.A., B.Sc.(Eng)*, aged 48. Mr. Kee graduated from the Department of Engineering, The University of Hong Kong and holds a master degree in Business Administration. He joined the Engineering Department of The Hong Kong and China Gas Company Limited (“HKCG”, a public listed company in Hong Kong and the controlling shareholder of the Company) in 1990, and has been participating in HKCG’s business development in the Mainland since 1994. In 2003, Mr. Kee was appointed as the general manager of Changzhou Hong Kong and China Gas Company Limited. He has become the general manager of Nanjing Hong Kong and China Gas Company Limited since October 2006, and was appointed as the senior vice president in February 2009, responsible for the overall operation and management of the gas project companies in Jiangsu region, and was further responsible for managing the gas project companies in Anhui region in April 2012. He was then appointed as the executive vice president in October 2012, responsible for the operation and

management of the gas project companies in Jiangsu, Anhui and Zhejiang regions, and is also in charge of the operation and management of the gas project companies in the southwest and Jiangxi regions starting from April 2015. He is a director of Nanjing Zhongbei (Group) Co., Ltd., which is a listed company on the Shenzhen Stock Exchange. Mr. Kee is a member of the 13th Nanjing Committee and previously a member of the 11th and 12th Changzhou Committee of the Chinese People's Political Consultative Conference. Save as disclosed above, Mr. Kee 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 previous 3 years or hold any other major appointments or professional qualifications.

Mr. Kee has not entered into any service contract with the Company. By a letter of appointment dated 29 May 2015 with the Company, he has no fixed or proposed term of director's service with the Company but he will hold office from the date of the AGM until the next following annual general meeting of the Company and shall then be eligible for re-election, and his term of appointment will be subject to the Listing Rules and the provisions of the Company's memorandum of association and articles of association in force from time to time, including but not limited to, the requirements for retirement, rotation and vacation of office of directors as set forth in the articles of association. Mr. Kee will be entitled to a director's fee of HK\$200,000 per annum, and his remuneration is 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. Kee does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at date of this announcement, (a) Mr. Kee does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; and (b) as far as the Directors are aware, there are no other matters concerning Mr. Kee 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