



港華燃氣有限公司 Towngas China Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1083)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We^(note 1) _____

of _____

being the registered holder(s) of _____ shares^(note 2) of HK\$0.10 each in the capital of Towngas China Company Limited (the "Company"), HEREBY APPOINT^(note 3) _____

of _____

or failing him, the Chairman of the Meeting as my/our proxy to attend the Annual General Meeting of the Company to be held at Concord Room, 8/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 4 June, 2012 at 11:00 a.m. and at any adjournment thereof, to vote for me/us as hereunder indicated, or no such indication is given, as my/our proxy thinks fit.

		For ^(note 4)	Against ^(note 4)
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 2011		
2.	(a) To re-elect Mr. Chan Wing Kin, Alfred as a director of the Company		
	(b) To re-elect Ms. Law Wai Fun, Margaret as a director of the Company		
	(c) To elect Mr. Chow Vee Tsung, Oscar as an independent non-executive director of the Company		
	(d) To authorise the board of directors of the Company to fix the remuneration of directors of the Company		
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		
ORDINARY RESOLUTIONS			
4.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company (Ordinary Resolution No. 4 set out in the notice of Annual General Meeting)		
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 issued share capital of the Company (Ordinary Resolution No. 5 set out in the notice of Annual General Meeting)		
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 an amount representing the aggregate nominal amount of shares repurchased by the Company (Ordinary Resolution No. 6 set out in the notice of Annual General Meeting)		
7.	To approve payment of a final dividend of five HK cents per share from the share premium account of the Company in respect of the year ended 31 December 2011 (Ordinary Resolution No. 7 set out in the notice of Annual General Meeting)		
8.	To approve the increase in authorised share capital to HK\$500,000,000.00 by the creation of an additional 2,000,000,000 shares of HK\$0.10 each of the Company (Ordinary Resolution No. 8 set out in the notice of Annual General Meeting)		

Dated this _____ day of _____ 2012

Signature^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy needs not to be a member of the Company, but must attend the meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised in writing to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and vote instead of him.