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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 THE EXTRAORDINARY GENERAL MEETING HELD ON 29 APRIL 2010

The Board is pleased to announce that the Resolutions as set out in the notice of the EGM were duly passed at the EGM held on 29 April 2010.

POLL RESULTS OF THE EGM

Reference is made to the circular (the “**Circular**”) of the Company and the notice of extraordinary general meeting (“**Notice**”) both dated 7 April 2010 relating to, inter alia, the discloseable and connected transaction, the Acquisition, the Consideration Share Issue, the Agreement and the Whitewash Waiver to be approved by the Shareholders at the extraordinary general meeting held on Thursday, 29 April 2010 (the “**EGM**”). Capitalised terms used in this announcement shall have the same meanings as those used in the Circular and the Notice unless otherwise stated.

At the EGM, the proposed ordinary resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions	Number of votes cast and percentage of total number of votes cast (%)	
	For	Against
1 To approve, confirm and ratify the Agreement and the transactions contemplated thereunder as set out in the Notice, including but not limited to the discloseable and connected transaction, the Acquisition and the Consideration Share Issue. (Ordinary Resolution No. 1 set out in the Notice)	765,020,728 100%	Nil 0%
2 To approve the Whitewash Waiver as set out in the Notice. (Ordinary Resolution No. 2 set out in the Notice)	765,020,728 100%	Nil 0%

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was 1,960,169,330. As disclosed in the Circular, HK&CG(China) and persons acting in concert with it and persons interested

or involved in the Acquisition, the Consideration Share Issue, the Agreement and the Whitewash Waiver were required to and had abstained from voting in respect of the resolution to approve the Acquisition, the Consideration Share Issue, the Agreement and the Whitewash Waiver at the EGM. Accordingly, HK&CG(China), Planwise and Superfun were required under the Listing Rules and the Takeovers Code to and had abstained from voting in relation to the resolutions proposed at the EGM. As at the date of the EGM, HK&CG(China), Planwise and Superfun were holding 850,202,901 Shares, 40,470,000 Shares and 2,500,000 Shares respectively (together representing approximately 45.57% of the issued share capital of the Company). As such, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM was 1,066,996,429 Shares. There were no Shares entitling the holders to attend and vote only against the Resolutions at the EGM. Upon Completion, HKCG(China), Planwise and Superfun will together be interested in 1,378,172,901 Shares, representing approximately 56.36% of the total enlarged issued shares of the Company.

The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

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

Hong Kong, 29 April 2010

At the date of this announcement, the board of directors of the Company comprise:

Executive Directors:

Mr. Alfred CHAN Wing Kin (Chairman), Mr. Peter WONG Wai Yee (Chief Executive Officer), Mr. James KWAN Yuk Choi, Mr. John HO Hon Ming, Ms. Margaret LAW Wai Fun, Mr. OU Yaping, Mr. Francis TANG Yui Man (alternate director to Mr. OU Yaping)

Independent Non-executive Directors:

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

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information as contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

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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 29 APRIL 2010

Reference is made to the notice of the annual general meeting (the “AGM”) of Towngas China Company Limited (the “Company”) dated 26 March 2010 (the “Notice of AGM”) and the circular of the Company dated 26 March 2010 (the “Circular”).

POLL RESULTS OF THE AGM

The board of the directors of the Company (the “Board”) is pleased to announce that all the ordinary resolutions were approved by the shareholders of the Company by poll at the AGM. The poll results in respect of the ordinary 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 2009	1,650,571,427 (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 Ms. Law Wai Fun, Margaret as director	1,650,995,427 (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 Dr. Chow Yei Ching as director	1,650,995,427 (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 Dr. Cheng Mo Chi, Moses as director	1,650,585,427 (99.975166%)	410,000 (0.024834%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(d)	To re-elect Mr. Li Man Bun, Brian David as director	1,650,995,427 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(e)	To authorize the board of directors to fix the remuneration of directors	1,650,995,427 (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	1,650,995,427 (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	1,650,995,427 (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	1,422,133,091 (86.137918%)	228,862,336 (13.862082%)
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 under general mandate in Resolution 4.	1,422,133,091 (86.137918%)	228,862,336 (13.862082%)
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
7.	To approve payment of a final dividend of two HK cents per share from the share premium account of the Company in respect of the year ended 31 December 2009	1,650,995,427 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

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

As at the date of the AGM, a total of 1,960,169,330 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 ordinary resolutions at the AGM was 1,960,169,330 Shares. None of these 1,960,169,330 Shares were the Shares entitling the holders to attend and vote only against the ordinary 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 ordinary 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, 29 April 2010

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, LAW Wai Fun, Margaret, OU Yaping and TANG Yui Man, Francis (alternate director to OU Yaping).

Independent Non-executive Directors: CHOW Yei Ching, CHENG Mo Chi, Moses, LI Man Bun, Brian David.