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港華燃氣有限公司
Towngas China Company Limited

TOWNGAS CHINA COMPANY LIMITED

港華燃氣有限公司

(Formerly known as Panva Gas Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1083)

**RESULTS OF THE OPEN OFFER
AND ADJUSTMENTS TO SHARE OPTIONS**

The Directors are pleased to announce that at 4:00 p.m. on Monday, 18 June 2007, being the latest time for application and payment for the Offer Shares, valid applications had been received for assured allotments of 160,729,051 Offer Shares, and valid applications had been received for 36,837,064 excess Offer Shares, representing approximately 91.29% and 20.92% respectively of the total number of 176,072,501 Offer Shares offered under the Open Offer.

As a result of the over-subscription of the Open Offer, the Underwriter will not be called upon to subscribe for any Offer Shares pursuant to the Underwriting Agreement.

Share certificates for the Offer Shares and refund cheques for unsuccessful applications for excess Offer Shares have been despatched by ordinary post to those entitled thereto at their own risk on Monday, 25 June 2007. Dealings in the Offer Shares are expected to commence on Wednesday, 27 June 2007.

The number of Shares falling to be issued upon exercise of outstanding Options and the exercise price of such Options are to be adjusted in accordance with the requirements set out in the note to Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005.

Reference is made to the prospectus of Towngas China Company Limited (formerly known as Panva Gas Holdings Limited) (the "Company") dated 1 June 2007 in relation to the Open Offer ("Prospectus"). Terms used herein have the same meanings as those defined in the Prospectus unless otherwise stated.

RESULTS OF THE OPEN OFFER

The Directors are pleased to announce that at 4:00 p.m. on Monday, 18 June 2007, being the latest time for application and payment for the Offer Shares, valid applications had been received for assured allotments of 160,729,051 Offer Shares, and valid applications had been received for 36,837,064 excess Offer Shares, representing approximately 91.29% and 20.92% respectively of the total number of 176,072,501 Offer Shares offered under the Open Offer.

The Directors have resolved to allot a total of 15,343,450 Offer Shares available for excess application on a fair and equitable basis, with preference being given to applications necessary for topping-up odd lots to whole board lots, to each of the Shareholders who has submitted valid Excess Application Forms. Allotment results in respect of the excess Offer Shares are set out as follows:

Excess Offer Shares applied for	Number of valid applications	Total number of excess Offer Shares applied for	Total number of Offer Shares allotted	Approximate percentage of allocation based on the total number of excess Offer Shares applied for in this category	Allotment basis
1 to 974	13	7,944	7,944	100%	In full
1,000 to 1,990	94	180,760	180,760	100%	In full
2,000 to 2,900,900	108	12,824,196	5,367,196	41.10% to 74.94%	Odd lot in full plus additional Shares at approximately 41.10% to 74.94% on the remaining excess Offer Shares applied and rounded up to a board lot of 1,000 Shares
23,824,164	1	23,824,164	9,787,550	41.08%	Approximately 41.08%
Total	216	36,837,064	15,343,450		

As a result of the over-subscription of the Open Offer, the Underwriter was not called upon to subscribe for any Offer Shares pursuant to the Underwriting Agreement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately before and after completion of the Open Offer:

Beneficial owners of Shares	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	Shares	Approx. %	Shares	Approx. %
HK&CG(China) (Note 1)	772,911,729	43.90	850,202,901	43.90
Supreme All (Note 1)	169,491,525	9.63	186,440,677	9.63
Kenson (Note 1)	367,315,062	20.86	404,046,568	20.86
Others (Note 2)	8,000,000	0.45	8,000,000	0.41
Public	443,006,710	25.16	488,107,381	25.20
Total	1,760,725,026	100.00	1,936,797,527	100.00

Notes: 1. Each of the Majority Shareholders had taken up its assured allotment of the Offer Shares in full.

2. The 8,000,000 Shares represent 3,600,000 Shares held by Mr. Chen Wei, a Director and 4,400,000 Shares held by Mr. Tang Yui Man Francis, an alternate Director, respectively.

DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

Share certificates for the Offer Shares and refund cheques for unsuccessful applications for excess Offer Shares have been despatched by ordinary post to those entitled thereto at their own risk on Monday, 25 June 2007. Share certificates will only become valid certificates of title provided that the Open Offer has become unconditional in all respects and the right of termination described in the section headed "Termination of the Underwriting Arrangement" in the Prospectus has not been exercised, which is expected to be at around 6:00 p.m. on Monday, 25 June 2007.

Dealings in the Offer Shares are expected to commence on Wednesday, 27 June 2007.

ADJUSTMENTS TO OPTIONS

Immediately before completion of the Open Offer, there were 44,900,000 outstanding Options to subscribe for 44,900,000 Shares. The auditors of the Company have confirmed in writing to the Directors that the number of Shares falling to be issued upon exercise of outstanding Options and the exercise price of such Options should be adjusted as follows:

Option type	No. of Shares issuable before adjustment	Exercise price before adjustment (HK\$)	No. of Shares issuable after adjustment	Exercise price after adjustment (HK\$)
Options granted under the pre-GEM share option scheme adopted on 4 April 2001 (“Pre-GEM Scheme”) yet to be exercised <i>(Note)</i>	8,060,000	0.475	8,100,300	0.473
Options granted under the share option scheme adopted on 4 April 2001 (“GEM Scheme”) yet to be exercised <i>(Note)</i>	17,240,000	3.500	17,326,200	3.483
Options granted under the share option scheme adopted on 28 November 2005 yet to be exercised (“2005 Scheme”)	5,000,000 14,600,000	2.810 3.830	5,025,000 14,673,000	2.796 3.811

Note: The Pre-GEM Scheme and the GEM Scheme were terminated on 20 April 2001 and 18 May 2005, respectively. No further Option was offered or granted after the aforesaid termination dates. In respect of Options granted and outstanding under these schemes, the provisions of the Pre-GEM Scheme and the GEM Scheme remain in full force and effect.

The auditors of the Company have confirmed in writing to the Directors that such adjustments were made in accordance with the requirements set out in the note to Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005.

Under the provisions of the 2005 Scheme, no adjustments to the exercise price or number of Shares to be issued under the Options are permitted without specific prior approval by the Shareholders. Accordingly, the adjustments above relating to Options granted under the 2005 Scheme will only take effect after the same has been approved by the Shareholders in general meeting. Notice of such general meeting will be published when and where appropriate and the results of such general meeting will be published on the next business day following the date of such meeting.

By order of the Board
HO Hon Ming, John
*Executive Director and Company
Secretary*

Hong Kong, 25 June 2007

At the date of this announcement, the Board of Directors of the Company comprises:

Executive Directors: CHAN Wing Kin, Alfred (Chairman), WONG Wai Yee, Peter (Chief Executive Officer), OU Yaping, TANG Yui Man Francis (Alternate Director to OU Yaping), CHEN Wei, KWAN Yuk Choi, James, HO Hon Ming, John and SHEN Lian Jin

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

Please also refer to the published version of this announcement in South China Morning Post.