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香港中華煤氣有限公司
THE HONG KONG AND CHINA GAS COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock Code: 3)

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
ISSUE OF BONUS SHARES
RENEWAL OF THE GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The notice convening the Annual General Meeting of The Hong Kong and China Gas Company Limited to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 28th May 2019 at 12:00 noon at which the above proposals will be considered is set out from pages 14 to 20. Whether or not you are able to attend the meeting, please complete and return the accompanying form of proxy as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof). In calculating the period mentioned for depositing the form of proxy, no account is to be taken of any part of a day that is a public holiday.

23rd April 2019



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EXPECTED TIMETABLE

2019

Latest time for lodging transfers for entitlement to the right to attend and vote at the Annual General Meeting	4:30 p.m. on Wednesday, 22nd May
Book close period (both days inclusive)	From Thursday, 23rd May to Tuesday, 28th May
Proxy forms for the Annual General Meeting to be returned by	12:00 noon on Saturday, 25th May
Record date for determination of entitlement to the right to attend and vote at the Annual General Meeting	Tuesday, 28th May
Annual General Meeting	12:00 noon on Tuesday, 28th May
Publication of poll results announcement	Tuesday, 28th May
Register re-opens	Wednesday, 29th May
Latest date of dealing in Shares cum entitlements to the final dividend and the Bonus Share Issue	Wednesday, 29th May
First date of dealing in Shares ex entitlements to the final dividend and the Bonus Share Issue	Thursday, 30th May
Latest time for lodging transfers for entitlements to the final dividend and the Bonus Share Issue	4:30 p.m. on Friday, 31st May
Book close period (both days inclusive)	From Monday, 3rd June to Wednesday, 5th June
Record Date for determination of entitlements to the final dividend and the Bonus Share Issue	Wednesday, 5th June
Register re-opens	Thursday, 6th June
Despatch of dividend cheques and certificates for Bonus Shares	Thursday, 13th June
First date of dealing in Bonus Shares	9:00 a.m. on Friday, 14th June

DEFINITIONS

In this document and the appendices, the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 28th May 2019 at 12:00 noon, notice of which is set out from pages 14 to 20 of this document
“Articles of Association”	the articles of association of the Company as altered from time to time
“Board”	the board of Directors
“Bonus Share(s)”	the Share(s) proposed to be issued by way of bonus on the terms set out in this document
“Bonus Share Issue”	issue of Bonus Shares
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	The Hong Kong and China Gas Company Limited (香港中華煤氣有限公司), a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11th April 2019, being the latest practicable date prior to the printing of this document for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto

DEFINITIONS

“Record Date”	Wednesday, 5th June 2019, being the date for determination of entitlements to the proposed final dividend and Bonus Shares
“Register”	the register of members of the Company
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto
“Shareholder(s)”	holder(s) of Shares
“Shares”	shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

香港中華煤氣有限公司
THE HONG KONG AND CHINA GAS COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock Code: 3)

Directors:

Dr. the Hon. Lee Shau-kee, *Chairman* *
Dr. Colin Lam Ko-yin *
Dr. the Hon. Sir David Li Kwok-po **
Dr. Lee Ka-kit *
Mr. Alfred Chan Wing-kin
Mr. Lee Ka-shing *
Prof. Poon Chung-kwong **
Mr. Peter Wong Wai-yee
Dr. Moses Cheng Mo-chi **

Registered Office:

23rd Floor
363 Java Road
North Point
Hong Kong

* *non-executive director*

** *independent non-executive director*

23rd April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
ISSUE OF BONUS SHARES
RENEWAL OF THE GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

1. INTRODUCTION

In the announcement dated 20th March 2019 of the audited results of the Company for the financial year ended 31st December 2018, the Directors proposed the Bonus Share Issue, details of which, together with a proposal to renew general mandates granted to the Directors to issue Shares and buy back Shares are set out below. In addition, the purpose of this document is to give you notice of the Annual General Meeting to be convened for the purpose of considering and, if thought fit, passing resolutions to approve, *inter alia*, the re-election of retiring Directors, the Bonus Share Issue, the renewal of the general mandates to issue Shares and buy back Shares, and the amendments to the Articles of Association.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

According to the Articles of Association, one-third of all the Directors are subject to retirement by rotation at every annual general meeting. Pursuant to Article 97 of the Articles of Association, Dr. Colin Lam Ko-yin, Mr. Lee Ka-shing and Mr. Peter Wong Wai-yee, are due to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment.

Pursuant to Article 91 of the Articles of Association, any Director appointed by the Board shall hold office only until the next following annual general meeting, or until the next following general meeting in the case of filling a casual vacancy, but shall not be taken into account in determining the directors or the number of directors who are to retire by rotation at that meeting. By virtue of Article 91 of the Articles of Association, the office of Dr. Moses Cheng Mo-chi, Independent Non-executive Director, will end at the forthcoming Annual General Meeting and, being eligible, offer himself for re-appointment.

The Nomination Committee has recommended to the Board that the above-mentioned Directors are eligible for re-appointment. Details and brief biography of each of Dr. Colin Lam Ko-yin, Mr. Lee Ka-shing, Mr. Peter Wong Wai-yee and Dr. Moses Cheng Mo-chi are set out in Appendix I to this document.

The nomination of Dr. Moses Cheng Mo-chi for re-appointment as Independent Non-executive Director at the forthcoming Annual General Meeting has been considered by the Nomination Committee in accordance with the nomination procedures of the Company and the selection criteria (including without limitation, reputation for integrity, business experience relevant and beneficial to the Company and willingness to devote adequate time to discharge duties as a member of the Board) as well as taking into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

Dr. Moses Cheng Mo-chi has given a confirmation in writing of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board, through the assessment and recommendation by the Nomination Committee, has considered him to be independent.

LETTER FROM THE BOARD

The Board has been informed by Dr. Moses Cheng Mo-chi that he has already held directorships in more than 6 listed public companies. Dr. Cheng (i) is of the view that he would be able to and would have capacity to devote sufficient time to fulfill his duties as a director of the Company; and (ii) would from time to time review his workload and timing arrangements in relation thereto and adjust the number of directorships in due course.

Dr. Moses Cheng Mo-chi is a legal professional with an illustrious career, and has extensive experiences in corporate law. Dr. Cheng is currently the Chairman of the Insurance Authority. With his professional legal and insurance experience, skills and knowledge, Dr. Cheng would provide related valuable advice to the business development of the Company and contribute to diversity of the existing Board. Dr. Cheng has actively participated in meetings of the Board and various committees held by the Company and Towngas China Company Limited (a subsidiary of the Company) in the past. In view of this, the Board, through the assessment and recommendation by the Nomination Committee, believes that Dr. Cheng would still be able to devote sufficient time to the Board and demonstrate his ability to provide professional and independent views to the Company's affairs and is able to continue to fulfill his role as required and thus recommends him for re-election at the Annual General Meeting.

3. ISSUE OF BONUS SHARES

As mentioned in the preliminary announcement of 2018 annual results dated 20th March 2019, the Board proposed a bonus issue of Shares be allotted and issued without consideration, on the basis of one Bonus Share for every ten existing Shares held by Shareholders whose names are on the Register on the Record Date. The Bonus Shares will rank *pari passu* in all respects with the Shares from their date of issue except that they will not rank for any dividend or distribution declared or recommended by the Company in respect of the financial year ended 31st December 2018. Fractional entitlements to the Bonus Shares will not be allotted to Shareholders and will be aggregated and sold for the benefit of the Company. As at the Latest Practicable Date, the number of Shares in issue was 15,386,411,131 Shares. On the basis of such figure, and assuming there is no issue or buy-back of Shares prior to the Record Date, the number of Bonus Shares to be issued is 1,538,641,113 Shares. The reason for the Bonus Share Issue is to enable Shareholders to enjoy a pro-rata increase in the number of shares being held in the Company without incurring any costs. The Directors consider that the Bonus Share Issue is in the interests and for the benefits of Shareholders. The necessary resolution for the approval of the Bonus Share Issue will be proposed at the Annual General Meeting.

4. CONDITIONS OF THE BONUS SHARE ISSUE

The Bonus Share Issue is conditional upon:

- (a) Shareholders approving Resolution 5(I) as set out in the notice of Annual General Meeting of the Company at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Bonus Shares.

LETTER FROM THE BOARD

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining entitlement of Shareholders to the right to attend and vote at the Annual General Meeting (or any adjournment thereof), the Register will be closed from Thursday, 23rd May 2019 to Tuesday, 28th May 2019, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 22nd May 2019 in order for the transferee to be entitled to attend and vote at the Annual General Meeting (or any adjournment thereof).

For the purpose of determining Shareholders who qualify for the proposed Bonus Share Issue and the final dividend, the Register will be closed from Monday, 3rd June 2019 to Wednesday, 5th June 2019, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, for registration no later than 4:30 p.m. on Friday, 31st May 2019 in order for the transferee to be entitled to the proposed Bonus Share Issue and the final dividend.

6. TRADING ARRANGEMENTS

Application has been made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Bonus Shares. Subject to the granting of listing of and permission to deal in the Bonus Shares on the Stock Exchange, the Bonus Shares to be issued by the Company will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which dealings in the Bonus Shares commence on the Stock Exchange or such other date as shall be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Settlement of transactions between members of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter.

The Bonus Shares will be traded in board lots of 1,000 Shares each. It is expected that certificates for the Bonus Shares will be posted to Shareholders on Thursday, 13th June 2019 at their own risk and the first date of dealing in the Bonus Shares will commence at 9:00 a.m. on Friday, 14th June 2019.

The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for listing of or permission to deal in the Bonus Shares on any stock exchange other than the Stock Exchange.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

LETTER FROM THE BOARD

7. RENEWAL OF THE GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

At the annual general meeting of the Company held on 6th June 2018, ordinary resolutions were passed to renew the general mandates to the Board (i) to buy back Shares, the total number of Shares of which did not exceed 10 per cent of the total number of Shares in issue as at 6th June 2018; and (ii) to allot, issue and otherwise deal with additional Shares not exceeding, where the Shares are to be allotted wholly for cash, 10 per cent and in any event 20 per cent of the total number of Shares in issue on 6th June 2018, together with the number of any Shares bought back (up to a maximum of 10 per cent of the total number of Shares in issue as at 6th June 2018) by the Company in accordance with (i) above, if any.

These general mandates will lapse at the conclusion of the Annual General Meeting, unless renewed then. Resolutions set out as Resolutions 5(II), 5(III) and 5(IV) in the notice of Annual General Meeting will be proposed to renew these mandates. With reference to these resolutions, the Board wishes to state that they have no immediate plans to buy back any Shares or to issue any new Shares or warrants pursuant to the relevant mandates.

As at the Latest Practicable Date, the number of Shares in issue was 15,386,411,131 Shares. On the basis of such figure and assuming there is no issue or buy-back of Shares prior to the date of the Annual General Meeting, the Company would be allowed under the general mandate to issue Shares to allot and issue up to 3,077,282,226 Shares representing 20 per cent of the issued shares of the Company.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the resolution pertaining to the proposed renewal of the share buy-back mandate is set out in Appendix II to this document. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

8. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 20th March 2019 that Dr. the Hon. Lee Shau-kee, the Chairman of the Company, being advanced in age, is considering to step down from the position of Chairman after the conclusion of the Annual General Meeting and to propose to the Board to appoint Dr. Lee Ka-kit and Mr. Lee Ka-shing as Joint Chairmen. The Board proposed to make certain amendments to the Articles of Association to facilitate a joint chairmanship structure of the Board. A special resolution will be proposed at the Annual General Meeting to amend the Articles of Association to include provisions for Joint Chairmen of the Board and the chairing of Board meetings and general meetings when at any time there are Joint Chairmen, of which a summary is set out in the table below.

LETTER FROM THE BOARD

Proposed Amendments to the Articles of Association	Affected Article Number
a. To add the new definitions of “chairman” and “chairman of the Board” and to make reference to the joint chairmen where more than one “chairman of the Board” have been appointed	Article 2
b. To include provisions for joint chairmen of the Board and the chairing of Board meetings and general meetings when at any time there are joint chairmen	Articles 64 and 120
c. To improve drafting by changing the term “chairman” to “chairman of the Board”	Article 103

Full text of the special resolution is set out as Resolution 6 in the notice of Annual General Meeting.

9. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 28th May 2019 at 12:00 noon is set out from pages 14 to 20 of this document. At the Annual General Meeting, ordinary resolutions numbered 3, 5(I), 5(II), 5(III) and 5(IV) will be proposed to re-elect the retiring Directors, to approve the Bonus Shares Issue, the renewal of the general mandate for the buy-back of Shares and the renewal of the general mandate to allot, issue and otherwise deal with additional Shares, and special resolution numbered 6 will be proposed to approve the amendments to the Articles of Association.

A form of proxy for the Annual General Meeting is enclosed. Whether or not you are attending the meeting, please complete the form of proxy as instructed and return the same to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event no less than 48 hours before the time appointed for holding the meeting. In calculating the period mentioned for depositing the form of proxy, no account is to be taken of any part of a day that is a public holiday. You can still attend and vote at the Annual General Meeting (or any adjournment thereof) even if you have completed and returned a proxy form.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. At the Annual General Meeting, the Chairman of the meeting will exercise his power under Article 70 of the Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to the vote by way of poll. Article 69 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every Share held by that Shareholder.

LETTER FROM THE BOARD

An announcement of the results of the poll will be made by the Company following the conclusion of the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

10. RECOMMENDATIONS

The Board believes that the re-election of the retiring Directors, the Bonus Share Issue, the renewal of the general mandates to buy back Shares and to issue new Shares, and the amendments to the Articles of Association are in the interests of the Company and Shareholders and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
Lee Shau-kee
Chairman

Dr. Colin Lam Ko-yin S.B.S., F.C.I.L.L.T., F.H.K.I.o.D., D.B. (Hon.), *Non-executive Director*

Aged 67. Dr. Lam was appointed to the Board in 1983. He has more than 45 years' experience in banking and property development. He is the Deputy Chairman of The University of Hong Kong Foundation for Educational Development and Research and a Director of Fudan University Education Development Foundation. Dr. Lam is a Vice Chairman of Henderson Land Development Company Limited ("Henderson Land Development") and Henderson Investment Limited, the Chairman of Hong Kong Ferry (Holdings) Company Limited, and an Executive Director of Miramar Hotel and Investment Company, Limited, all of which are listed public companies. Save as disclosed, Dr. Lam did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Dr. Lam was awarded the Silver Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2017. He was also awarded an Honorary University Fellowship by The University of Hong Kong in 2008, and was conferred a degree of Doctor of Business (Honoris Causa) by Macquarie University in 2015. He is a Fellow of The Chartered Institute of Logistics and Transport in Hong Kong and a Fellow of The Hong Kong Institute of Directors.

Dr. Lam is a Director of Henderson Development Limited ("Henderson Development"), Hopkins (Cayman) Limited ("Hopkins"), Rimmer (Cayman) Limited ("Rimmer"), Riddick (Cayman) Limited ("Riddick"), Disralei Investment Limited ("Disralei Investment"), Medley Investment Limited ("Medley Investment") and Macrostar Investment Limited ("Macrostar Investment"). Henderson Land Development, Henderson Development, Hopkins, Rimmer, Riddick, Disralei Investment, Medley Investment and Macrostar Investment have discloseable interests in the Company under the provisions of the Securities and Futures Ordinance.

Dr. Lam was a non-executive director of Smartie Food Services Company Limited ("Smartie Food") from June 1989 to April 1994. Smartie Food was a company incorporated in Hong Kong and engaged in the business of roasted meat. By a court order of 18th May 1994, Smartie Food was put into winding up by the court. Dr. Lam had resigned as a director of Smartie Food before the winding up and did not take part in any matters giving rise to the winding up of Smartie Food. The affairs of Smartie Food had been completely wound up in December 1995.

As at the Latest Practicable Date, Dr. Lam did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Dr. Lam has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Lam has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company. The term of office for Dr. Lam will expire on 31st December 2020 and he is subject to retirement by rotation and re-appointment in accordance with the Articles of Association. The director's fee payable to him was and shall be reviewed by the remuneration committee of the Company on an annual basis. His director's fee and other emoluments are determined with reference to his duties and responsibilities. For the financial year ended 31st December 2018, Dr. Lam received a fixed remuneration of HK\$250,000 as director's fee and other emoluments of approximately HK\$153,000 from the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Dr. Lam's re-election that need to be brought to the attention of the Shareholders.

Mr. Lee Ka-shing J.P., *Non-executive Director*

Aged 47. Mr. Lee was appointed to the Board in 1999. He was educated in Canada. He is a Vice Chairman of Henderson Land Development Company Limited (“Henderson Land Development”), the Chairman and Managing Director of Henderson Investment Limited and the Chairman and Chief Executive Officer of Miramar Hotel and Investment Company, Limited, all of which are listed public companies. Save as disclosed, Mr. Lee did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Lee was appointed as a Justice of the Peace by the Government of the Hong Kong Special Administrative Region in 2017. He is a Member of The Court of The Hong Kong Polytechnic University. He is also a Committee Member of the 13th Beijing Committee of the Chinese People’s Political Consultative Conference. Mr. Lee is the son of Dr. Lee Shau-kee, the Chairman of the Company and the brother of Dr. Lee Ka-kit, a Non-executive Director of the Company.

Mr. Lee is also a Vice Chairman of Henderson Development Limited (“Henderson Development”) and a Director of Hopkins (Cayman) Limited (“Hopkins”), Rimmer (Cayman) Limited (“Rimmer”), Riddick (Cayman) Limited (“Riddick”), Disraei Investment Limited (“Disraei Investment”), Medley Investment Limited (“Medley Investment”), Faxson Investment Limited (“Faxson Investment”), Chelco Investment Limited (“Chelco Investment”) and Macrostar Investment Limited (“Macrostar Investment”). Henderson Land Development, Henderson Development, Hopkins, Rimmer, Riddick, Disraei Investment, Medley Investment, Faxson Investment, Chelco Investment and Macrostar Investment have discloseable interests in the Company under the provisions of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Mr. Lee, as a discretionary beneficiary of discretionary trusts, was deemed to have an interest in 6,389,357,019 Shares (representing approximately 41.53 per cent of the issued shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. He was also taken to be interested in 1,895,264,270 shares in Towngas China Company Limited (representing approximately 67.45 per cent of the issued shares of Towngas China Company Limited), 9,500 shares in Lane Success Development Limited (representing 95 per cent of the issued shares of Lane Success Development Limited) and 2 shares of Yieldway International Limited (representing 100 per cent of the issued shares of Yieldway International Limited), all of which are associated corporations of the Company. Save as disclosed herein, Mr. Lee has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lee has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company. The term of office for Mr. Lee will expire on 31st December 2020 and he is subject to retirement by rotation and re-appointment in accordance with the Articles of Association. The director’s fee payable to him was and shall be reviewed by the remuneration committee of the Company on an annual basis. His director’s fee is determined with reference to his duties and responsibilities. For the financial year ended 31st December 2018, Mr. Lee received a fixed remuneration of HK\$250,000 as director’s fee from the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Mr. Lee’s re-election that need to be brought to the attention of the Shareholders.

Mr. Peter Wong Wai-ye C.P.A. (CANADA), C.M.A., C.P.A. (HK), A.C.I.S., A.C.S., F.I.G.E.M., F.H.K.I.o.D., M.B.A.,
Executive Director and Chief Operating Officer – Utilities Business

Aged 67. Mr. Wong joined the Group in 1997, initially as its Financial Controller. Since 2002, he has been deeply involved in the development of the Group's mainland utilities business, operating from its headquarters in Shenzhen, China. Mr. Wong was appointed to the Board in February 2013. Mr. Wong is currently the Executive Director and Chief Operating Officer of the Utilities Business and also holds directorships in various subsidiaries of the Group. He is also an Executive Director and the Chief Executive Officer of Towngas China Company Limited ("Towngas China"), the Vice Chairman of Foshan Gas Group Co., Ltd. and a director of Shenzhen Gas Corporation Ltd., all of which are listed public companies. Save as disclosed, Mr. Wong did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wong is a Member of the Mainland Business Advisory Committee of the Hong Kong Trade Development Council. He was named consecutively as one of "The Best CEO of Chinese Listed Companies" by Forbes in 2012 and 2013. He is a chartered professional accountant of Canada, a certified public accountant of Hong Kong and a chartered company secretary both in Hong Kong and the United Kingdom. Mr. Wong is a Fellow of the Institution of Gas Engineers & Managers of the United Kingdom. He completed the Advanced Management Program from Harvard Business School in the United States. Mr. Wong was formerly a director of the Certified Management Accountants Society of British Columbia, Canada and the president of its Hong Kong branch. He is a member of the Advisory Board of the Department of Accounting of Hong Kong Shue Yan University and a member of the Advisory Committee of the College of Professional and Continuing Education, The Hong Kong Polytechnic University. Mr. Wong has over 42 years of experience in corporate finance, management and international working experience.

As at the Latest Practicable Date, Mr. Wong has personal interest of 3,075,000 shares of Towngas China (an associated corporation of the Company), representing approximately 0.11 per cent of the issued shares of Towngas China within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Wong has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company but he is subject to the retirement by rotation and re-appointment in accordance with the Articles of Association. The director's fee payable to him was and shall be reviewed by the remuneration committee of the Company (the "Remuneration Committee") on an annual basis. His other remunerations and discretionary bonus (if any) shall be determined by the Remuneration Committee from time to time with reference to his duties and responsibilities and the Group's performance and profitability. For the financial year ended 31st December 2018, Mr. Wong received a fixed remuneration of HK\$250,000 as director's fee and other emoluments of approximately HK\$16,045,000 from the Group, including the director's fee payable by Towngas China to him of HK\$200,000, which was determined by the board of directors of Towngas China and was approved by the shareholders of Towngas China at its annual general meeting in 2018.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Mr. Wong's re-election that need to be brought to the attention of the Shareholders.

Dr. Moses Cheng Mo-chi G.B.M., G.B.S., O.B.E., J.P., *Independent Non-executive Director*

Aged 69. Dr. Cheng was appointed to the Board in January 2019. Dr. Cheng is a practising solicitor and the consultant of Messrs. P.C. Woo & Co. after serving as its senior partner from 1994 to 2015. Dr. Cheng was a member of the Legislative Council of Hong Kong. He is the founder chairman of the Hong Kong Institute of Directors of which he is now the Honorary President and Chairman Emeritus. Dr. Cheng is now also serving as the Chairman of the Insurance Authority. Dr. Cheng has been an independent non-executive director of Towngas China Company Limited (“Towngas China”), a subsidiary of the Company, since May 2007. He also currently holds directorships in China Mobile Limited, China Resources Beer (Holdings) Company Limited, Guangdong Investment Limited, Kader Holdings Company Limited, K. Wah International Holdings Limited, Liu Chong Hing Investment Limited and Tian An China Investments Company Limited. All the above companies are listed public companies. He was previously an independent non-executive director of ARA Asset Management Limited, a company whose shares were formerly listed on the Singapore Stock Exchange. Save as disclosed, Dr. Cheng did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Dr. Cheng did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Dr. Cheng has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Cheng has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company. The term of office for Dr. Cheng will expire on 31st December 2020 and he is subject to retirement by rotation and re-appointment in accordance with the Articles of Association. Dr. Cheng shall receive a fixed remuneration of HK\$700,000 per annum as director’s fee and additional fees as members of the Board committees. The director’s fee and additional fees as members of the Board committees payable to him shall be reviewed by the remuneration committee of the Company on an annual basis. His director’s fee and additional fees as members of the Board committees are determined with reference to his duties and responsibilities. In addition, for the financial year ended 31st December 2018, Dr. Cheng received the director’s fee payable by Towngas China to him of HK\$500,000, which was determined by the board of directors of Towngas China and was approved by the shareholders of Towngas China at its annual general meeting in 2018.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Dr. Cheng’s re-election that need to be brought to the attention of the Shareholders.

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed renewal of the general mandate for the buy-back of Shares and also constitutes the memorandum required under section 239(2) of the Ordinance. References in this statement to “Share(s)” means share(s) of all classes in the capital of the Company and includes shares and securities issued by the Company which carry a right to subscribe or buy back shares in the capital of the Company.

- (i) The resolution set out as Resolution 5(II) in the notice convening the Annual General Meeting which will be proposed as an ordinary resolution at that meeting, relates to the renewal of a general mandate to Directors to buy back on the Stock Exchange fully-paid up Shares representing up to 10 per cent of the Shares in issue as at the date of such resolution. As at the Latest Practicable Date, the number of Shares in issue was 15,386,411,131 Shares. On the basis of such figure and assuming there is no issue or buy-back of Shares prior to the date of the Annual General Meeting, the Directors would be authorised to buy back up to 1,538,641,113 Shares.
- (ii) The Directors believe that the ability to buy back Shares is in the best interests of the Company and its Shareholders.

Buy-backs may, depending on the circumstances, result in an increase in net asset value per Share and/or earnings per Share. The Directors are seeking the renewal of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The Directors will decide the number(s) and class(es) of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back at the relevant time having regard to the circumstances then pertaining.

- (iii) It is envisaged that any buy-back would be funded from the distributable profits of the Company in accordance with the Articles of Association and the Laws of Hong Kong.
- (iv) The working capital or gearing position of the Company could be adversely affected (as compared with the position disclosed in the Company’s most recently published audited financial statements contained in the annual report for the financial year ended 31st December 2018) in the event that the proposed Share buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company as is from time to time appropriate.
- (v) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intend to sell Shares to the Company in the event that the general mandate is renewed.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the proposed general mandate in accordance with the Listing Rules and the Laws of Hong Kong.

- (vii) As at the Latest Practicable Date, Dr. Lee Shau-kee, the Chairman, was beneficially interested in 6,389,357,019 Shares (representing approximately 41.53 per cent of the total issued Shares) through some of the subsidiaries of Faxson Investment Limited (“Faxson Investment”). Faxson Investment was a wholly-owned subsidiary of Henderson Land Development Company Limited, a subsidiary of Henderson Development Limited (“Henderson Development”). Rimmer (Cayman) Limited (“Rimmer”) as trustee of a discretionary trust held a majority of units in a unit trust (“Unit Trust”). Hopkins (Cayman) Limited (“Hopkins”) as trustee of the Unit Trust beneficially owned all the issued ordinary shares which carry the voting rights in the shares of Henderson Development. Dr. Lee Shau-kee beneficially owned all the issued shares of Rimmer and Hopkins. On this basis of such figure, if the buy-back mandate is exercised in full by the Company and assuming that Dr. Lee Shau-kee does not receive, acquire or dispose of any Shares, his percentage shareholding in the Company will amount to 46.14 per cent of the total issued Shares. Accordingly, under Rule 26 of the Hong Kong Code on Takeovers and Mergers, an obligation to make a general offer to Shareholders may arise as a result of an exercise of the mandate.
- (viii) The Company did not buy back any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).
- (ix) No “core connected person” (as defined in the Listing Rules) of the Company has notified the Company that it has a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares held by them to the Company in the event that the general mandate is renewed by Shareholders.
- (x) The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months were as follows:

	Highest (HK\$)	Lowest (HK\$)
April 2018	14.982 A	14.545 A
May 2018	15.636 A	14.800 A
June 2018	15.800 A	14.600
July 2018	16.280	14.880
August 2018	16.200	15.400
September 2018	16.120	15.500
October 2018	15.540	14.660
November 2018	15.900	14.800
December 2018	16.300	15.720
January 2019	17.200	16.000
February 2019	18.200	17.000
March 2019	18.820	17.920
April 2019 (up to the Latest Practicable Date)	19.300	18.800

A – adjusted for the bonus issue 1 for 10 with ex-date 8th June 2018.

(In case of discrepancy between the original English version and the Chinese translation of this document, the English version shall prevail.)

NOTICE OF ANNUAL GENERAL MEETING

香港中華煤氣有限公司 THE HONG KONG AND CHINA GAS COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock Code: 3)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Hong Kong and China Gas Company Limited (the “Company”) will be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 28th May 2019 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements for the financial year ended 31st December 2018 and the reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend.
3. To re-elect Directors.
4. To re-appoint PricewaterhouseCoopers as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix its remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Ordinary Resolutions

- (I) “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Listing Committee”) granting listing of and permission to deal in the new shares of the Company to be issued pursuant to this Resolution, and upon the recommendation of the Directors of the Company, such number of shares of the Company (the “Bonus Share(s)”) which is equal to 10 per cent of the number of shares in the Company in issue on 5th June 2019 be allotted and issued without consideration to and among the shareholders of the Company whose names are on the register of members on 5th June 2019 on the basis of one Bonus Share for every ten shares in the Company held by such shareholders of the Company on such date and that the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank *pari passu* in all respects with the existing issued shares in the Company except that they will not be entitled to participate in any dividend or distribution declared or recommended by the Company in respect of the financial year ended 31st December 2018 and that the Directors of the Company be and are hereby authorised to deal with any fractions arising from the distribution by the sale of the Bonus Shares representing such fractions and to retain the net proceeds for the benefit of the Company and further that the Directors of the Company be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

NOTICE OF ANNUAL GENERAL MEETING

(II) **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of Shares in issue as at the date of passing this Resolution (subject to adjustment in the case of subdivision and consolidation of Shares), and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or buy back shares of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

(III) **“THAT**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options and warrants which will or might require Shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares, shall not exceed, where the Shares are to be allotted wholly for cash, 10 per cent and in any event 20 per cent of the total number of Shares in issue as at the date of passing this Resolution (subject to adjustment in the case of subdivision and consolidation of Shares); and
- (c) for the purpose of this Resolution:

the expressions “Relevant Period” and “Shares” shall have the same meaning as assigned to them under Resolution 5(II) set out in the Notice of Annual General Meeting of which this Resolution forms part, with references to “this Resolution” in the definition of “Relevant Period” being construed as references to this Resolution 5(III); and

“Rights Issue” means the allotment, issue or grant of shares in the Company open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(IV) “**THAT** conditional upon the passing of Resolutions 5(II) and 5(III) set out in the Notice of Annual General Meeting of which this Resolution forms part, the general mandate granted to the Directors of the Company pursuant to the said Resolution 5(III) for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options and warrants which will or might require Shares to be allotted, issued or disposed of during or after the end of the Relevant Period pursuant to the exercise of such powers be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total number of Shares bought back by the Company pursuant to the exercise by the Directors of the Company in accordance with the said Resolution 5(II) of the powers of the Company to buy back such Shares, provided that such amount shall not exceed 10 per cent of the total number of Shares in issue as at the date of passing this Resolution (subject to adjustment in the case of subdivision and consolidation of Shares).”

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

Special Resolution

“**THAT** the Articles of Association of the Company be amended in the following manner:

(a) **Article 2**

by inserting the following definitions of “chairman” and “chairman of the Board” immediately after the definition of “Board”:

““chairman” means the chairman presiding at any meeting of Members or of the Board;

“chairman of the Board” means the chairman of the Board, or where more than one chairman of the Board have been appointed, the joint chairmen of the Board;”

NOTICE OF ANNUAL GENERAL MEETING

(b) **Article 64**

by deleting the existing Article 64 in its entirety and replacing therewith the following new Article 64:

“64. The chairman of the Board (if any) or, if he is absent or declines to take the chair at such meeting, the deputy chairman of the Board (if any) shall preside as chairman at every general meeting. If there is no chairman of the Board or deputy chairman of the Board or if at any meeting neither the chairman of the Board nor any deputy chairman of the Board is present within fifteen minutes after the time appointed for holding the meeting, or if neither the chairman of the Board nor the deputy chairman of the Board is willing to act as chairman of such meeting, the directors present shall choose one of their number to act, or if one director only is present he shall preside as chairman of such meeting if willing to act. If no director is present, or if each of the directors present declines to take the chair, the persons present and entitled to vote shall appoint one of their number to be chairman of such meeting. For the avoidance of doubt, only one person shall take the chair of such meeting at any one time.”

Chairman
of general
meeting

(c) **Article 103**

by deleting the existing Article 103 in its entirety and replacing therewith the following new Article 103:

“103. Unless otherwise determined by ordinary resolution of the Company, each of the directors (including the chairman of the Board) shall be entitled to be paid by the Company such fee or fees for each year during any part of which he holds office as such, as may be proposed by the Board and determined by the Members at an annual general meeting of the Company, except that any director (including the chairman of the Board) holding office for less than the whole of any year shall be entitled to a part of the relevant such sum in proportion to the time during such year for which he holds office.”

Directors’
fees

NOTICE OF ANNUAL GENERAL MEETING

(d) **Article 120**

by deleting the existing Article 120 in its entirety and replacing therewith the following new Article 120:

- “120. (A) The Board may appoint a director to be the chairman of the Board or the deputy chairman of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the chairman of the Board or failing him the deputy chairman of the Board shall act as chairman at every meeting of the Board. But if no chairman of the Board or deputy chairman of the Board is present within five minutes after the time appointed for holding the meeting and willing to act, the directors present may choose one of their number to be chairman of the meeting. For the avoidance of doubt, only one person shall take the chair of such meeting at any one time. Chairman of the Board
- (B) Whenever there is for the time being more than one director being elected or appointed to be chairman of the Board, the directors so elected or appointed shall together be joint chairmen of the Board. Each individual director elected or appointed to be chairman of the Board shall be referred to as joint chairman of the Board and entitled to discharge separately all the functions of the position to which he is appointed, and references in these Articles to “the chairman of the Board” shall, unless the context requires otherwise, be to each of the directors for the time being elected or appointed to that position.

NOTICE OF ANNUAL GENERAL MEETING

- (C) The directors who are for the time being joint chairmen of the Board may agree between themselves which of them will take chair at any meeting of the Board or any general meeting if more than one of them are present at the relevant meeting. If only one of the joint chairmen of the Board is present, he shall take the chair at that relevant meeting. If the joint chairmen present at the relevant meeting are unable to agree between themselves which of them shall take the chair at such meeting, all of them shall be deemed to have declined to take the chair.”.”

By Order of the Board
John Ho Hon-ming
Chief Financial Officer and Company Secretary

Hong Kong, 23rd April 2019

Notes:

1. The Directors of the Company wish to state that they have no immediate plans to buy back any existing shares in the Company or to issue any new shares or warrants in the Company (other than the issue of Bonus Shares).
2. Any member entitled to attend and vote at the meeting may appoint more than one proxy to attend and to speak, and on a poll, to vote on his/her behalf. A proxy need not be a member of the Company. The proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be delivered with the Company's share registrar, 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 any adjournment thereof. In calculating the period mentioned for depositing the form of proxy, no account is to be taken of any part of a day that is a public holiday.
3. At the Annual General Meeting, the Chairman of the meeting will exercise his power under Article 70 of the Articles of Association of the Company to put each of the resolutions set out in the Notice of Annual General Meeting to the vote by way of poll.
4. For the purpose of determining entitlement of shareholders to the right to attend and vote at the Annual General Meeting (or any adjournment thereof), the register of members of the Company will be closed from Thursday, 23rd May 2019 to Tuesday, 28th May 2019, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 22nd May 2019 in order for the transferee to be entitled to attend and vote at the Annual General Meeting (or any adjournment thereof).
5. For the purpose of determining shareholders who qualify for the proposed issue of Bonus Shares and the final dividend, the register of members of the Company will be closed from Monday, 3rd June 2019 to Wednesday, 5th June 2019, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 31st May 2019 in order for the transferee to be entitled to the proposed issue of Bonus Shares and the final dividend.
6. If Resolution 2 above is approved, the final dividend will be payable on Thursday, 13th June 2019 to the shareholders of the Company entitled thereto. If Resolution 5(I) above is approved, the share certificates for the Bonus Shares will be despatched on the same day to the shareholders of the Company entitled thereto.