

THE HONG KONG AND CHINA GAS COMPANY LIMITED
(the “Company”)

**Procedures for shareholders to propose a person
for election as a director of the Company at a general meeting**

The following procedures are subject to applicable legislation and regulation and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) to be amended from time to time:

1. Pursuant to Article 93 of the Articles of Association of the Company, if a member qualified to attend and vote at general meeting (“Member”) wishes to propose a person other than a retiring director of the Company for election as a director of the Company at a general meeting, that Member should deposit a written notice to the Company Secretary at the registered office of the Company, 23rd Floor, 363 Java Road, North Point, Hong Kong.
2. In order for the Company to inform shareholders of that proposal:
 - (i) the written notice must be lodged at the registered office of the Company, 23rd Floor, 363 Java Road, North Point, Hong Kong and state the full name of the person proposed for election as a director of the Company, together with (a) the proposed person’s biographical details as required by Rule 13.51(2) of the Listing Rules, and be signed by the Member concerned and that proposed person indicating his/her willingness to be elected; and (b) the proposed person’s written consent to the publication of his/her personal data; and
 - (ii) the period for lodgment of such a written notice will commence not earlier than the day after the despatch of the notice of the meeting and not later than 7 days prior to the day appointed for the meeting.
3. The Nomination Committee will, where applicable, review and make recommendations to the Board of Directors on the selection of individuals nominated for directorships in accordance with the terms of reference of the Nomination Committee.