



# THE HONG KONG AND CHINA GAS COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 3)

## PROXY FORM (ANNUAL GENERAL MEETING – 5TH JUNE 2012)

I/We being a member/members of The Hong Kong and China Gas Company Limited (the “Company”) and entitled to vote at the meeting hereafter mentioned, hereby appoint \* the Chairman of the Meeting OR

(Please insert full name and address of person or persons whom you wish to appoint)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 5th June 2012 at 12:00 noon and at every adjournment thereof in respect of the resolutions set out in the Notice of Annual General Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited accounts for the financial year ended 31st December 2011 and the reports of the Directors and Auditor thereon		
2.	To declare a final dividend and a special dividend		
3(I).	To re-elect Mr. Lee Ka Kit as Director		
3(II).	To re-elect Mr. Lee Ka Shing as Director		
3(III).	To re-elect Professor Poon Chung Kwong as Director		
3(IV).	To re-elect Mr. James Kwan Yuk Choi as Director		
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix its remuneration		
5(I).	To approve the issue of Bonus Shares		
5(II).	To approve the renewal of the general mandate to the Directors for repurchase of Shares		
5(III).	To approve the renewal of the general mandate to the Directors for the issue of additional Shares		
5(IV).	To authorise the Directors to allot, issue or otherwise deal with additional Shares equal to the number of Shares repurchased under Resolution 5(II)		

FULL NAME(S) OF SHAREHOLDER(S) \_\_\_\_\_ (ENGLISH) \_\_\_\_\_ (CHINESE)

ADDRESS \_\_\_\_\_

\_\_\_\_\_ CONTACT TEL. NO. \_\_\_\_\_

SIGNATURE(S) \_\_\_\_\_ DATED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 2012

**Notes:**

- Please indicate with a “✓” in the spaces beside each resolution on how you wish the proxy to vote on your behalf. If left blank, the proxy will vote for or against the resolution or abstain at his/her discretion.
  - If there are joint holders of any Share, only one needs to sign. Any one of the joint holders may vote at the meeting, either personally or by proxy as if he were solely entitled thereto. But if more than one joint holder are present, personally or by proxy, only the vote of the senior holder will be counted. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
  - If the member is a corporation, this form must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised in writing.
  - To be valid, this 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 completed, signed and deposited 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 the meeting or any adjournment thereof.
  - A proxy need not be a member of the Company.
- \* If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting OR” and insert the name and address of the proxy in the space provided. Any alteration to this form must be initialled by the person who signs it.