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THE HONG KONG AND CHINA GAS COMPANY LIMITED

(incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 3)

APPOINTMENT OF NEW INDEPENDENT NON-EXECUTIVE DIRECTOR

Professor Poon Chung Kwong has been appointed as Independent Non-executive Director of the Company and member of the Audit Committee and the Remuneration Committee with effect from 18 November 2009.
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Appointment of Professor Poon Chung Kwong as Independent Non-executive Director

The Board of the Company announces that Professor Poon Chung Kwong, *GBS, PhD, DSc, JP* (“**Prof. Poon**”) has been appointed as Independent Non-executive Director of the Company and member of the Audit Committee and the Remuneration Committee with effect from 18 November 2009.

Prof. Poon, aged 69, President Emeritus of The Hong Kong Polytechnic University, had devoted 40 years of his life to advancing university education in Hong Kong before he retired in January 2009 from his 18-year presidency at The Hong Kong Polytechnic University. He was previously Professor of Chemistry and Dean of the Faculty of Science at The University of Hong Kong.

Prof. Poon graduated from The University of Hong Kong with the degrees of Bachelor of Science (General) and Bachelor of Science (Special), both with first class honours. He obtained his degree of Doctor of Philosophy from the University of London in 1967 and worked as a post-doctoral research fellow at the California Institute of Technology. He then served as Lecturer at The University of Hong Kong. During the period when Prof. Poon was serving as Lecturer at The University of Hong Kong, he was also Visiting Research Associate of the California Institute of Technology and the University of Southern California, as well as Visiting Professor at the University of Toronto in Canada. He was later awarded the degree of Doctor of Science, which is a higher doctorate, by the University of London in 1979.

Prof. Poon is a Fellow of the University College of the University of London and Foreign Member of the Russian Academy of Engineering. He was honoured as one of the “Ten Outstanding Young Persons in Hong Kong in 1979” and was appointed a Non-official Justice of the Peace (JP) in 1989. Prof. Poon received the OBE award in 1991, the Gold Bauhinia Star (GBS) award in 2002 and also the “Leader of the Year Awards 2008 (Education)”. He was recently awarded the Honorary Doctorate Degree in Humanity by The Hong Kong Polytechnic University in 2009.

Over the years, Prof. Poon has chaired and was appointed a member of numerous committees of the Hong Kong Government and of the industrial, business and educational sectors: to name a few, he was an appointed member of the Legislative Council (1985 – 1991); the Founding Chairman of the Government's Committee on Science and Technology (1988 – 1991); and Chairman of Veterinary Surgeons Board (2000 – 2004). He also served as Member of the Basic Law Consultative Committee (1985 – 1990), Advisor on Hong Kong Affairs (1994 – 1997), Member of the Preparatory Committee for the Hong Kong Special Administrative Region (1995 – 1997) and Member of the Selection Committee for the First (1996), Second (2001) and Third (2007) Government of the Hong Kong Special administrative Region. In addition, Prof. Poon has been a member of the National Committee of the Chinese People's Political Consultative Conference since 1998. He is also the Honorary Professor of a number of top-rated universities in the Mainland China. In addition, Prof. Poon currently serves as Consultant of Science and Technology Consulting Committee of Shenzhen Municipal People's Government and Member of Policy Consultative Committee of Shaanxi Province in the Mainland China.

Prof. Poon is a non-executive director of Lee & Man Paper Manufacturing Limited and an independent non-executive director of Hopewell Highway Infrastructure Limited and K. Wah International Holdings Limited, all of which are listed public companies. Save as disclosed above, Prof. Poon has not held 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, and does not hold any other positions with the Company or any of its subsidiaries.

Prof. Poon is interested in 39,930 shares of the Company (representing approximately 0.0006 % of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

As at the date hereof, Prof. Poon has not entered into any service contracts with the Company. He is appointed for a term of approximately 2 years commencing from 18 November 2009 up to 31 December 2011, and will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. He is entitled to a fixed annual remuneration of HK\$230,000, for acting as an independent non-executive director and a member of the Audit Committee of the Company. The remuneration is determined by reference to his duties and responsibilities.

Save as disclosed in this announcement and except for the relationship arising from his directorship in the Company, Prof. Poon does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, and there is no information of Prof. Poon to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. There are no other matters relating to the appointment of Prof. Poon that need to be brought to the attention of the shareholders of the Company.

The Board wishes to express its warm welcome to Prof. Poon on his appointment.

By Order of the Board
JOHN H.M. HO
Chief Financial Officer and Company Secretary

Hong Kong, 18 November 2009

As at the date of this announcement, the Board comprises:

Non-executive Directors: Dr. The Hon. Lee Shau Kee (Chairman),
Mr. Colin Lam Ko Yin, Mr. Lee Ka Kit and
Mr. Lee Ka Shing

Independent Non-executive Directors: Mr. Liu Lit Man, Mr. Leung Hay Man, Dr.
The Hon. David Li Kwok Po and Professor
Poon Chung Kwong

Executive Directors: Mr. Alfred Chan Wing Kin and Mr. James
Kwan Yuk Choi

