



THE HONG KONG AND CHINA GAS COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 3)

PROXY FORM (ANNUAL GENERAL MEETING – 28TH MAY 2010)

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, DR. THE HON. LEE SHAU KEE, or failing him, *MR. COLIN LAM KO YIN, or failing him, *MR. LEE KA KIT, or failing him, *MR. LEE KA SHING (all of whom are Directors of the Company), 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 28th May 2010 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 statement of accounts for the financial year ended 31st December 2009 and the reports of the Directors and Auditors thereon		
2. To declare a final dividend		
3(I). To re-elect Mr. Leung Hay Man as Director		
3(II). To re-elect Mr. Lee Ka Kit as Director		
3(III). To re-elect Mr. James Kwan Yuk Choi as Director		
3(IV). To re-elect Professor Poon Chung Kwong as Director		
4. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration		
5. To approve each Director’s fee, the additional fee for the Chairman and the fee for each member of the Audit Committee		
6(I). To approve the issue of Bonus Shares		
6(II). To approve the renewal of the general mandate to the Directors for repurchase of Shares		
6(III). To approve the renewal of the general mandate to the Directors for the issue of additional Shares		
6(IV). To authorise the Board of Directors to allot, issue or otherwise deal with additional Shares equal to the number of Shares repurchased under Resolution 6(II)		

FULL NAME(S) OF SHAREHOLDER(S) _____ (ENGLISH) _____ (CHINESE)

ADDRESS _____

_____ CONTACT TEL. NO. _____

SIGNATURE(S) _____ DATED THIS _____ DAY OF _____ 2010

Notes:

1. 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 discretion.
2. If there are joint holders of any Share, only one need 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 is 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.
3. 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.
4. 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, 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.
5. A proxy need not be a member of the Company.

* These names should be deleted if person(s) other than the Directors is/are appointed as proxy. Any alteration to this form must be initialled by the person who signs it.