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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)

**ANNUAL GENERAL MEETING – 1ST JUNE 2015**  
**POLL RESULTS**

The Hong Kong and China Gas Company Limited (the “Company”) is pleased to announce the poll results in respect of the resolutions proposed at the Annual General Meeting of the Company held on 1st June 2015 (the “AGM”) as follows:

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To receive and consider the audited accounts for the financial year ended 31st December 2014 and the reports of the Directors and Auditor thereon	6,521,903,060 (99.959561%)	2,638,438 (0.040439%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
2.	To declare a final dividend	6,553,975,189 (99.999795%)	13,462 (0.000205%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(I).	To re-elect Dr. the Hon. Lee Shau Kee as Director	6,108,543,069 (93.259654%)	441,495,229 (6.740346%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(II).	To re-elect Professor Poon Chung Kwong as Director	6,445,828,896 (98.355706%)	107,760,258 (1.644294%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
3(III).	To re-elect Mr. Alfred Chan Wing Kin as Director	6,492,307,601 (99.013066%)	64,713,456 (0.986934%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix its remuneration*	6,477,618,430 (98.825368%)	76,992,538 (1.174632%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5(I).	To approve the issue of Bonus Shares*	6,554,643,847 (99.999572%)	28,049 (0.000428%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5(II).	To approve the renewal of the general mandate to the Directors for buy-back of Shares*	6,550,128,544 (99.992705%)	477,851 (0.007295%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5(III).	To approve the renewal of the general mandate to the Directors for the issue of additional Shares*	4,681,042,691 (71.425924%)	1,872,659,965 (28.574076%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5(IV).	To authorise the Directors to allot, issue or otherwise deal with additional Shares equal to the number of Shares bought back under Resolution 5(II)*	4,671,269,858 (71.282514%)	1,881,907,930 (28.717486%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		

\* The full text of the Resolution is set out in the Notice of AGM.

*Notes:*

1. The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM was 10,512,089,553 shares.

2. There was no share of the Company entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and no shareholder of the Company was required to abstain from voting at the AGM under the Listing Rules. There was no restriction on any shareholders to cast votes on any of the proposed resolutions at the AGM.
3. Computershare Hong Kong Investor Services Limited, the Company’s share registrar, was appointed as the scrutineer for the AGM.
4. No party has stated its intention in the shareholders’ circular of the Company dated 23rd April 2015 that it would vote against any resolution or that it would abstain from voting at the AGM.

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

Hong Kong, 1st June 2015

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

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

*Independent Non-executive Directors:* 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. Peter Wong Wai Yee

