

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

THE HONG KONG AND CHINA GAS COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 3)

ANNUAL GENERAL MEETING – 14TH MAY 2009

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 14th May 2009 (the “AGM”) as follows:

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To receive and consider the statement of accounts for the financial year ended 31st December 2008 and the reports of the Directors and Auditors thereon	3,529,167,922 (99.885562%)	4,043,333 (0.114438%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.	To declare a final dividend	3,641,654,619 (99.997081%)	106,319 (0.002919%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3(I).	To re-elect Mr. Colin Lam Ko Yin as Director	3,196,403,243 (87.831783%)	442,829,778 (12.168217%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3(II).	To re-elect Dr. The Hon. David Li Kwok Po as Director	3,144,159,678 (86.397459%)	495,021,051 (13.602541%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3(III).	To re-elect Mr. Lee Ka Shing as Director	3,518,184,633 (96.673199%)	121,070,770 (3.326801%)
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(IV).	To re-elect Mr. Alfred Chan Wing Kin as Director	3,617,409,852 (99.400900%)	21,802,521 (0.599100%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
4.	To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration	3,627,992,819 (99.629953%)	13,475,133 (0.370047%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5(I).	To approve the renewal of the general mandate to the Directors for repurchase of Shares	3,641,054,564 (99.996782%)	117,164 (0.003218%)
	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 the issue of additional Shares	2,591,617,995 (71.173253%)	1,049,662,815 (28.826747%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5(III).	To authorise the Board of Directors to allot, issue or otherwise deal with additional Shares equal to the number of Shares repurchased under Resolution 5(I)	2,854,834,963 (78.410239%)	786,060,666 (21.589761%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		

By Order of the Board

JOHN H.M. HO

Chief Financial Officer and Company Secretary

Hong Kong, 14th May 2009

Notes:

1. The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM was 6,604,981,584 shares. None of these 6,604,981,584 shares were the shares entitling the holder to attend and vote only against the resolutions at the AGM.
2. Computershare Hong Kong Investor Services Limited, the Company's share registrar, was appointed as the scrutineer for the AGM.
3. No party has stated its intention in the shareholders' circular of the Company dated 21st April 2009 that it would vote against any resolution or that it would abstain from voting at the AGM.

As at the date of this announcement, the board of directors of the Company 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 and Dr. The Hon. David Li Kwok Po

Executive Directors:

Mr. Alfred Chan Wing Kin and Mr. James Kwan Yuk Choi



Towngas

The Hong Kong and China Gas Company Limited