



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 30/06/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer The Hong Kong and China Gas Company LimitedDate Submitted 07/07/2009**I. Movements in Authorised Share Capital****1. Ordinary Shares**

| (1) Stock code : <u>00003</u> Description : <u>Ordinary Shares</u> |                           |                                  |  |
|--|---------------------------|----------------------------------|--|
|  | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                                | <u>10,000,000,000</u>     | <u>HK\$0.25</u>                  | <u>HK\$2,500,000,000</u>                     |
| Increase/(decrease)  | <u>0</u>                  |                                  | <u>0</u>                                     |
| Balance at close of the month                                      | <u>10,000,000,000</u>     | <u>HK\$0.25</u>                  | <u>HK\$2,500,000,000</u>                     |
| (2) Stock code : <u>N/A</u> Description : _____                    |                           |                                  |  |
|  | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                                | _____                     | _____                            | _____  |
| Increase/(decrease)  | _____                     |                                  | _____  |
| Balance at close of the month                                      | _____                     | _____                            | _____  |

## 2. Preference Shares

|                                     |                             |  |  |
|-------------------------------------|-----------------------------|--|--|
| Stock code :                        | <u>N/A</u>                  | Description :                              | _____  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____  |
| Increase/(decrease)                 | _____                       |  | _____  |
| Balance at close of the month       | _____                       | _____                                      | _____  |

## 3. Other Classes of Shares

|                                     |                                   |  |  |
|-------------------------------------|-----------------------------------|--|--|
| Stock code :                        | <u>N/A</u>                        | Description :                              | _____  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____  |
| Increase/(decrease)                 | _____                             |  | _____  |
| Balance at close of the month       | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
currency*) :

**HK\$2,500,000,000**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |            | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)        |                         |                                |
| Balance at close of preceding month   | <u>6,583,588,584</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>(22,428,000)</u>    | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>6,561,160,584</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| 1. N/A   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| 2. N/A   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| 3. N/A   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| Total A. (Ordinary shares)   |                           |           |           |        | <u>N/A</u>   |   |
| (Preference shares)  |                           |           |           |        | <u>N/A</u>   |   |
| (Other class)  |                           |           |           |        | <u>N/A</u>   |   |
| Total funds raised during the month from exercise of options (State currency)                            | <u>N/A</u>                |           |           |        |  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 2. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 3. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 4. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| Total B.   |                                 |   |                                  | (Ordinary shares)                         | N/A  |  |
|  |                                 |   |                                  | (Preference shares)                       | N/A  |  |
|  |                                 |   |                                  | (Other class)                             | N/A  |  |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A   |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3. N/A   |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4. N/A   |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| _____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | N/A  |   |
| (Preference shares)                            |                                |                                    |                            |                              | N/A  |   |
| (Other class)                                  |                                |                                    |                            |                              | N/A  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )   |  |   |
| 2. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )   |  |   |
| 3. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )   |  |   |
| Total D. (Ordinary shares)  | N/A  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

## Other Movements in Issued Share Capital

|                 |            |                   |            | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto   | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----------------|------------|-------------------|------------|--|--|
| Type of Issue   |            |                   |            |  |  |
| 1. Rights issue | At price : | State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br>_____   |
| 2. Open offer   | At price : | State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br>_____   |
| 3. Placing      | At price : | State<br>currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br>_____   |
| 4. Bonus issue  |            |                   | N/A        | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br>_____   |

|               |                         |            |                   | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |                                      |                           |
|---------------|-------------------------|------------|-------------------|--|--|--------------------------------------|---------------------------|
| Type of Issue |                         |            |                   |  |  |                                      |                           |
| 5.            | Scrip dividend          | At price : | State<br>currency | <u>N/A</u>   |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   | Class of shares issuable _____<br>(Note 1)                                       |  |                                      |                           |
|               |                         |            |                   | Issue and allotment<br>date : (dd/mm/yyyy)                                       | ( / / )  |                                      |                           |
|               |                         |            |                   | EGM approval date:<br>(dd/mm/yyyy)   | ( / / )  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
| 6.            | Repurchase of<br>shares |            |                   |  |  | Class of shares repurchased (Note 1) | <u>Ordinary</u>           |
|               |                         |            |                   |  |  | Cancellation date :<br>(dd/mm/yyyy)  | (12/06/2009) (926,000)    |
|               |                         |            |                   |  |  |                                      | (16/06/2009) (3,380,000)  |
|               |                         |            |                   |  |  |                                      | (25/06/2009) (7,994,000)  |
|               |                         |            |                   |  |  |                                      | (30/06/2009) (10,128,000) |
|               |                         |            |                   |  |  | AGM approval date:<br>(dd/mm/yyyy)   | (14/05/2009)              |
|               |                         |            |                   |  |  |                                      |                           |
| 7.            | Redemption of<br>shares |            |                   | N/A  |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   | Class of shares redeemed (Note 1)  | _____  |                                      |                           |
|               |                         |            |                   | Redemption date :<br>(dd/mm/yyyy)  | ( / / )  |                                      |                           |
|               |                         |            |                   | EGM approval date:<br>(dd/mm/yyyy)   | ( / / )  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
| 8.            | Consideration issue     | At price : | State<br>currency | <u>N/A</u>   |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |
|               |                         |            |                   | Class of shares issuable _____<br>(Note 1)                                       |  |                                      |                           |
|               |                         |            |                   | Issue and allotment<br>date : (dd/mm/yyyy)                                       | ( / / )  |                                      |                           |
|               |                         |            |                   | EGM approval date:<br>(dd/mm/yyyy)   | ( / / )  |                                      |                           |
|               |                         |            |                   |  |  |                                      |                           |



For Main Board and GEM listed issuers

|                            |                           |     |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---------------------------|-----|--|--|---|
| Type of Issue              |                           |     |  |  |   |
| 9. Capital reorganisation  | N/A                       |     | Class of shares issuable _____<br>(Note 1) |  |   |
|                            |                           |     | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|                            |                           |     | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| 10. Other (Please specify) | At price : State currency | N/A | Class of shares issuable _____<br>(Note 1) |  |   |
|                            |                           |     | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|                            |                           |     | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| Total E.                   |                           |     |  | (Ordinary shares)  | (22,428,000)  |
|                            |                           |     |  | (Preference shares)  | N/A   |
|                            |                           |     |  | (Other class)  | N/A   |

|  |     |                     |
|--|-----|---------------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | <b>(22,428,000)</b> |
|  | (2) | N/A                 |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | N/A                 |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | N/A                 |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |                     |

Remarks (if any):

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Submitted by: John H.M. Ho

Title: Chief Financial Officer and Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. If there is insufficient space, please append the prescribed continuation sheet.