



**煤氣
Towngas**

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)

PROXY FORM (ANNUAL GENERAL MEETING – 7TH JUNE 2016)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares (the “Shares”) of The Hong Kong and China Gas Company Limited (the “Company”) hereby appoint the Chairman of the Meeting OR ^(Note 3) _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 7th June 2016 at 12:00 noon and at any 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.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited financial statements for the financial year ended 31st December 2015 and the reports of the Directors and Independent Auditor thereon		
2.	To declare a final dividend		
3(I).	To re-elect Mr. Leung Hay Man as Director		
3(II).	To re-elect Dr. Colin Lam Ko Yin as Director		
3(III).	To re-elect Mr. Lee Ka Shing as Director		
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix its remuneration		
5(I).	To approve the issue of Bonus Shares		
5(II).	To approve the renewal of the general mandate to the Directors for buy-back of Shares		
5(III).	To approve the renewal of the general mandate to the Directors for the issue of additional Shares		
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)		

SIGNATURE ^(Notes 5 & 6) _____ DATED THIS _____ DAY OF _____ 2016

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
- If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting OR” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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/her discretion.
- If there are joint holders of any Share, only one needs to sign. Any one of the joint holders may vote at the meeting, either personally or by proxy as if he/she were solely entitled thereto. But if more than one joint holder are 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.
- 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.
- 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 (the “Share Registrar”), at 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. In calculating the period mentioned for depositing this proxy form, no account is to be taken of any part of a day that is a public holiday.
- A proxy need not be a member of the Company.
- The full text of Resolutions 4 and 5 are set out in the Notice of Annual General Meeting contained in the circular issued by the Company dated 22nd April 2016.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar by post or by email to hkinfo@computershare.com.hk.

This proxy form is made in English and Chinese. In case of any inconsistency, the English version shall prevail.