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If you have sold all your shares in The Hong Kong and China Gas Company Limited, you should at once hand this document and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
ISSUE OF BONUS SHARES
RENEWAL OF THE GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES
AND
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The notice convening the Annual General Meeting of The Hong Kong and China Gas Company Limited to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Wednesday, 4th June 2014 at 12:00 noon at which the above proposals will be considered is set out on pages 35 to 39. Whether or not you are able to attend the meeting, please complete and return the accompanying form of proxy as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).

24th April 2014

CONTENTS

	<i>Page</i>
Expected Timetable	ii
Definitions	iii
Letter from the Chairman	
1. Introduction	1
2. Re-election of Retiring Directors	2
3. Issue of Bonus Shares	2
4. Conditions of the Bonus Share Issue	2
5. Closure of Register of Members	3
6. Trading Arrangements	3
7. Renewal of the General Mandates to Issue Shares and Buy Back Shares	4
8. Adoption of New Articles of Association	4
9. Annual General Meeting	6
10. Recommendations	6
Appendix I – Biographies of Retiring Directors Who Stand for Re-election	7
Appendix II – Explanatory Statement	11
Appendix III – Changes Introduced by the New Articles of Association	13
Notice of Annual General Meeting	35

EXPECTED TIMETABLE

2014

Latest time for lodging transfers for entitlement to the right to attend and vote at the Annual General Meeting	4:30 p.m. on Thursday, 29th May
Book close period (both days inclusive)	From Friday, 30th May to Wednesday, 4th June
Proxy forms for the Annual General Meeting to be returned by	12:00 noon on Monday, 2nd June
Record date for determination of entitlement to the right to attend and vote at the Annual General Meeting	Wednesday, 4th June
Annual General Meeting	12:00 noon on Wednesday, 4th June
Register re-opens	Thursday, 5th June
Latest date of dealing in Shares cum entitlements to the final dividend and the Bonus Share Issue	Thursday, 5th June
First date of dealing in Shares ex entitlements to the final dividend and the Bonus Share Issue	Friday, 6th June
Latest time for lodging transfers for entitlements to the final dividend and the Bonus Share Issue	4:30 p.m. on Monday, 9th June
Book close period (both days inclusive)	From Tuesday, 10th June to Thursday, 12th June
Record Date for determination of entitlements to the final dividend and the Bonus Share Issue	Thursday, 12th June
Register re-opens	Friday, 13th June
Despatch of dividend cheques and certificates for Bonus Shares	Friday, 20th June
First date of dealing in Bonus Shares	On or about Monday, 23rd June

DEFINITIONS

In this document and the appendices the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held on Wednesday, 4th June 2014 at 12:00 noon, notice of which is set out on pages 35 to 39 of this document
“Articles of Association”	the articles of association of the Company as altered from time to time
“Board”	the board of Directors
“Bonus Share Issue”	issue of Bonus Shares
“Bonus Shares”	the Shares proposed to be issued by way of bonus on the terms set out in this document
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	The Hong Kong and China Gas Company Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14th April 2014, being the latest practicable date prior to the printing of this document for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“New Articles of Association”	the new articles of association of the Company proposed to be adopted at the Annual General Meeting
“Old Ordinance”	Companies Ordinance (Cap. 32 of the Laws of Hong Kong) which was in force immediately prior to 3rd March 2014

DEFINITIONS

“Ordinance”	Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
“Record Date”	Thursday, 12th June 2014, being the date for determination of entitlements to the final dividend and Bonus Shares
“Register”	the register of members of the Company
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto
“Shareholder(s)”	Holder(s) of Shares
“Shares”	shares of the Company
“Statutory Changes”	has the meaning as defined in the section titled “Adoption of New Articles of Association” in the Letter from the Chairman
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE CHAIRMAN

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)

Directors:

Dr. the Hon. Lee Shau Kee, *Chairman* *
Mr. Leung Hay Man **
Mr. Colin Lam Ko Yin *
Dr. the Hon. David Li Kwok Po **
Mr. Lee Ka Kit *
Mr. Alfred Chan Wing Kin
Mr. Lee Ka Shing *
Professor Poon Chung Kwong **
Mr. Peter Wong Wai Yee

Registered Office:

23rd Floor
363 Java Road
North Point
Hong Kong

* *non-executive director*

** *independent non-executive director*

24th April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
ISSUE OF BONUS SHARES
RENEWAL OF THE GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES
AND
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

1. INTRODUCTION

In the announcement dated 19th March 2014 of the audited results of the Company for the financial year ended 31st December 2013, the Directors proposed the Bonus Share Issue, details of which, together with a proposal to renew general mandates granted to the Directors to issue Shares and buy back Shares are set out below. It was also announced on 19th March 2014 that the Company proposed to adopt the New Articles of Association to replace the existing Articles of Association so as to, *inter alia*, bring them in line with the Statutory Changes. In addition, the purpose of this document is to give you notice of the Annual General Meeting to be convened for the purpose of considering and, if thought fit, passing resolutions to approve, *inter alia*, the re-election of retiring Directors, the Bonus Share Issue, the renewal of the general mandates to issue Shares and buy back Shares and the adoption of the New Articles of Association.

LETTER FROM THE CHAIRMAN

2. RE-ELECTION OF RETIRING DIRECTORS

According to the existing Articles of Association, one-third of the non-executive Directors and one-third of the executive Directors are subject to retirement by rotation at every annual general meeting. Pursuant to Article 97 of the existing Articles of Association, Dr. the Hon. David Li Kwok Po, Mr. Lee Ka Kit and Mr. Lee Ka Shing, non-executive Directors, Mr. Peter Wong Wai Yee, an executive Director, are due to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for reappointment.

The Nomination Committee has also recommended to the Board that the above-mentioned Directors are eligible for reappointment. Details and brief biography of each of Dr. the Hon. David Li Kwok Po, Mr. Lee Ka Kit, Mr. Lee Ka Shing and Mr. Peter Wong Wai Yee are set out in Appendix I to this document.

Dr. the Hon. David Li Kwok Po was appointed to the Board in 1984 and has served on the Board for more than 9 years. Dr. Li has given a confirmation in writing of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board, through the assessment and recommendation by the Nomination Committee, has considered him to be independent. The Board is of the view that Dr. Li has demonstrated his ability to provide an independent view to the Company's affair and is able to continue to fulfill his role as required and thus recommends him for re-election at the Annual General Meeting.

3. ISSUE OF BONUS SHARES

The Directors recommend a bonus issue of Shares, be allotted and issued without consideration, on the basis of one Bonus Share for every ten existing Shares held by Shareholders whose names are on the Register on the Record Date. The Bonus Shares will rank *pari passu* in all respects with the Shares from their date of issue except that they will not rank for any dividend declared or recommended by the Company in respect of the financial year ended 31st December 2013. Fractional entitlements to the Bonus Shares will not be allotted to Shareholders and will be aggregated and sold for the benefit of the Company. As at the Latest Practicable Date, the number of Shares in issue was 9,559,670,503 Shares. On the basis of such figure, and assuming there is no issue or buy-back of Shares prior to the Record Date, the number of Bonus Shares to be issued is 955,967,050 Shares.

4. CONDITIONS OF THE BONUS SHARE ISSUE

The Bonus Share Issue is conditional upon:

- (a) Shareholders approving Resolution 6(I) as set out in the notice of Annual General Meeting of the Company at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Bonus Shares.

LETTER FROM THE CHAIRMAN

5. CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the Annual General Meeting (or any adjournment thereof), the Register will be closed from Friday, 30th May 2014 to Wednesday, 4th June 2014, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 29th May 2014.

In order to determine Shareholders who qualify for the proposed Bonus Share Issue and final dividend, the Register will be closed from Tuesday, 10th June 2014 to Thursday, 12th June 2014, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, for registration no later than 4:30 p.m. on Monday, 9th June 2014.

6. TRADING ARRANGEMENTS

Application has been made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Bonus Shares. Subject to the granting of listing of and permission to deal on the Stock Exchange, the Bonus Shares to be issued by the Company will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which dealings in the Bonus Shares commence on the Stock Exchange or such other date as shall be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Settlement of transactions between members of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter.

The Bonus Shares will be traded in board lots of 1,000 Shares each. It is expected that certificates for the Bonus Shares will be posted to Shareholders on Friday, 20th June 2014 at their own risk and the first date of dealing in the Bonus Shares will be on or about Monday, 23rd June 2014.

The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for listing of or permission to deal in the Bonus Shares on any stock exchange other than the Stock Exchange.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

LETTER FROM THE CHAIRMAN

7. RENEWAL OF THE GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

At the annual general meeting of the Company held on 5th June 2013, ordinary resolutions were passed to renew the general mandates to the Board (i) to repurchase Shares, the aggregate nominal amount of which does not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at 5th June 2013; and (ii) to allot, issue and otherwise deal with additional Shares not exceeding, where the Shares are to be allotted wholly for cash, 10 per cent and in any event 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on 5th June 2013, together with the nominal amount (up to a maximum of 10 per cent of the aggregate nominal amount of the Company's issued share capital as at 5th June 2013) of any Shares repurchased by the Company in accordance with (i) above, if any.

These general mandates will lapse at the conclusion of the Annual General Meeting, unless renewed then. Resolutions set out as Resolutions 6(II), 6(III) and 6(IV) in the notice of Annual General Meeting will be proposed to renew these mandates. With reference to these resolutions, the Board wishes to state that they have no immediate plans to buy back any Shares or to issue any new Shares or warrants pursuant to the relevant mandates.

As at the Latest Practicable Date, the number of Shares in issue was 9,559,670,503 Shares. On the basis of such figure and assuming there is no issue or buy-back of Shares prior to the date of the Annual General Meeting, the Company would be allowed under the general mandate to issue Shares to allot and issue up to 1,911,934,100 Shares representing 20 per cent of the issued shares of the Company.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the resolution pertaining to the proposed renewal of the share buy-back mandate is set out in Appendix II to this document. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

8. ADOPTION OF NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 19th March 2014, whereby it was announced that the following major statutory changes (collectively, the "Statutory Changes") came into operation on 3rd March 2014 and may have impacts on the provisions contained in the existing Articles of Association:

- (a) the Ordinance has replaced the Old Ordinance, and the major changes include, *inter alia*, abolishing the par value for shares, abolishing the memorandum of association and regarding conditions in the memorandum of association of existing companies as provisions of the articles of association, removing the power to issue warrants to bearer, removing the power to convert shares into stock, requiring the company to give reasons for declining to register a transfer of shares upon request, reducing the threshold for demanding a poll and deeming consent from members to receive corporate communications via the company's website; and

LETTER FROM THE CHAIRMAN

- (b) the Old Ordinance has been retitled as the Companies (Winding Up and Miscellaneous Provisions) Ordinance with core provisions affecting the operation of companies repealed except those provisions relating to prospectus, winding-up, insolvency of companies and disqualification of directors.

The Board proposed to adopt the New Articles of Association so as to bring them in line with the Statutory Changes. The major changes brought about by the adoption of the New Articles of Association when compared with the existing Articles of Association include, *inter alia*, the following:

- (1) inserting provisions in the former memorandum of association of the Company (the “Memorandum”) regarding company name, capacity and members’ limited liabilities into the New Articles of Association (those provisions in the Memorandum having been statutorily regarded as provisions of the Articles of Association pursuant to Section 98 of the Ordinance);
- (2) amending the definition of “Companies Ordinance” to make reference to the Ordinance and where appropriate, to make references to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);
- (3) amending the provisions relating to various ways to alter the Company’s share capital in light of the abolishment of the par value of shares;
- (4) deleting references relating to “memorandum”, “authorised share capital”, “nominal value”, “nominal amount of the shares”, “premium”, “share premium account” and “capital redemption reserve” or similar wordings in the existing Articles of Association and where applicable, replacing references to nominal value of shares with total voting rights;
- (5) removing the maximum number of proxies which a Shareholder may appoint;
- (6) requiring the disclosure of interest of Directors to include interest of the Director’s “connected entity” (as defined under the Ordinance);
- (7) requiring the Board to give the reasons for declining to register a share transfer if requested by the transferor or transferee;
- (8) abolishing the Company’s power to convert any paid up shares into stock (or vice versa); and
- (9) reducing the threshold for demanding a poll such that Shareholders holding at least 5% (instead of one-tenth) of the total voting rights of all the Shareholders having the right to vote at the meeting can demand a poll.

LETTER FROM THE CHAIRMAN

The Board also proposed to make certain housekeeping changes to the existing Articles of Association at the same time for the purpose of bringing the Articles of Association in line with the Listing Rules and improving on the drafting and to correct typographical errors. Details of the changes to the existing Articles of Association brought about by the adoption of the New Articles of Association are set out in Appendix III to this document.

The adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

9. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Wednesday, 4th June 2014 at 12:00 noon is set out on pages 35 to 39 of this document. At the Annual General Meeting, ordinary resolutions numbered 3, 6(I), 6(II), 6(III) and 6(IV) and a special resolution numbered 7 will be proposed to re-elect the retiring Directors, to approve the Bonus Share Issue, the renewal of the general mandate for the buy-back of Shares, the renewal of the general mandate to allot, issue and otherwise deal with additional Shares and the adoption of the New Articles of Association.

A form of proxy for the Annual General Meeting is enclosed. Whether or not you are attending the meeting, please complete the form of proxy as instructed and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for holding the meeting. You can still attend and vote at the Annual General Meeting (or any adjournment thereof) even if you have completed and sent in a proxy form.

At the Annual General Meeting, the Chairman of the meeting will exercise his power under Article 70 of the existing Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to the vote by way of poll.

An announcement of the results of the poll will be made by the Company following the conclusion of the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

10. RECOMMENDATIONS

The Board believes that the re-election of the retiring Directors, the Bonus Share Issue, the renewal of the general mandates to buy back Shares and to issue new Shares and the adoption of the New Articles of Association are in the interests of the Company and the Shareholders and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
Lee Shau Kee
Chairman

Dr. the Hon. David Li Kwok Po GBM, GBS, OBE, MA Cantab. (Economics & Law), Hon. LLD (Cantab), Hon. DSc. (Imperial), Hon. LLD (Warwick), Hon. DBA (Edinburgh Napier), Hon. D.Hum.Litt. (Trinity, USA), Hon. LLD (Hong Kong), Hon. DSocSc (Lingnan), Hon. D.Litt. (Macquarie), Hon. DSocSc (CUHK), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, FCI Arb, JP, Officier de l'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Commandeur dans l'Ordre National de la Légion d'Honneur, *Independent Non-executive Director*

Age 75. Dr. Li was appointed to the Board in 1984. He is the Chairman and Chief Executive of The Bank of East Asia, Limited. Dr. Li is a Director of CaixaBank, S.A., an Independent Non-executive Director of Guangdong Investment Limited, The Hongkong and Shanghai Hotels, Limited, PCCW Limited, San Miguel Brewery Hong Kong Limited, SCMP Group Limited and Vitasoy International Holdings Limited, all being companies listed either in Hong Kong or overseas. He was previously a Non-independent Non-executive Director of AFFIN Holdings Berhad, an Independent Non-executive Director of COSCO Pacific Limited and China Overseas Land & Investment Limited. Save as disclosed, Dr. Li did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Dr. Li was awarded the Grand Bauhinia Medal by the Government of the Hong Kong Special Administrative Region in 2007 and he also received the Business Person of the Year Award in the Hong Kong Business Awards 2006.

Dr. Li is the Chairman of The Chinese Banks' Association Limited. Dr. Li is currently a Member of the Council of the Treasury Markets Association. He was a Member of the Legislative Council of the Hong Kong Special Administrative Region from 1985 until 2012. Dr. Li is a Fellow of Hong Kong Institute of Certified Public Accountants, Fellow of Institute of Chartered Accountants in England and Wales, Fellow of The Australian Society of Certified Practising Accountants, Fellow of Chartered Institute of Bankers, Fellow of The Hong Kong Institute of Bankers, Chartered Fellow of British Computer Society, Chartered IT Professional, Fellow of Chartered Institute of Arbitrators in England, an Honorary Fellow of the School of Accountancy, Central University of Finance and Economics and a Companion of the Chartered Management Institute.

As at the Latest Practicable Date, Dr. Li has personal interest of 26,646,620 Shares (representing 0.28 per cent of the issued shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Dr. Li has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Li has not entered into any service contract with the Company. The term of office for Dr. Li will expire on 31st December 2014 and he is subject to retirement by rotation and reappointment in accordance with the existing Articles of Association. The director's fee payable to him was and shall be reviewed by the remuneration committee of the Company on an annual basis. His director's fee and other emoluments are determined with reference to his duties and responsibilities. For the financial year ended 31st December 2013, Dr. Li received a fixed remuneration of HK\$320,000 as director's fee and other emoluments of approximately HK\$48,000 from the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Dr. Li's re-election that need to be brought to the attention of the Shareholders.

Mr. LEE Ka Kit J.P., *Non-executive Director*

Age 50. Mr. Lee was appointed to the Board in 1990. He was educated in the United Kingdom. He is a Vice Chairman of Henderson Land Development Company Limited (“Henderson Land Development”) and Henderson Investment Limited as well as a Non-executive Director of The Bank of East Asia, Limited. He was previously a Non-executive Director of Intime Department Store (Group) Company Limited (now known as Intime Retail (Group) Company Limited) until his retirement on 31st May 2013. All the above companies are listed public companies. Save as disclosed, Mr. Lee did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Lee is a Member of the Standing Committee of the 12th National Committee of the Chinese People’s Political Consultative Conference. He was appointed as a Justice of the Peace by the Government of the Hong Kong Special Administrative Region and awarded an Honorary University Fellowship by The University of Hong Kong in 2009 respectively. Mr. Lee is the son of Dr. Lee Shau Kee, the Chairman of the Company and the brother of Mr. Lee Ka Shing, a Non-executive Director of the Company.

Mr. Lee is also a Vice Chairman of Henderson Development Limited (“Henderson Development”). Henderson Land Development and Henderson Development have discloseable interests in the Company under the provisions of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Mr. Lee, as a discretionary beneficiary of discretionary trusts, is deemed to have an interest in 3,967,288,023 Shares (representing approximately 41.50 per cent of the issued shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. He is also taken to be interested in 1,628,172,901 shares in Towngas China Company Limited (representing approximately 62.31 per cent of the issued shares of Towngas China Company Limited), 9,500 shares in Lane Success Development Limited (representing 95 per cent of the issued shares of Lane Success Development Limited) and 2 shares in Yieldway International Limited (representing 100 per cent of the issued shares of Yieldway International Limited), all of which are associated corporations of the Company.

As at the Latest Practicable Date, Mr. Lee has not entered into any service contract with the Company. The term of office for Mr. Lee will expire on 31st December 2014 and he is subject to retirement by rotation and reappointment in accordance with the existing Articles of Association. The director’s fee payable to him was and shall be reviewed by the remuneration committee of the Company on an annual basis. His director’s fee is determined with reference to his duties and responsibilities. For the financial year ended 31st December 2013, Mr. Lee received a fixed remuneration of HK\$160,000 as director’s fee from the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Mr. Lee’s re-election that need to be brought to the attention of the Shareholders.

Mr. LEE Ka Shing *Non-executive Director*

Age 42. Mr. Lee was appointed to the Board in 1999. He was educated in Canada. He is a Vice Chairman of Henderson Land Development Company Limited (“Henderson Land Development”) and Henderson Investment Limited and Chief Executive Officer of Miramar Hotel and Investment Company, Limited (“Miramar”), all of which are listed public companies. He will be re-designated as the Chairman and Chief Executive Officer of Miramar on 12th June 2014. Save as disclosed, Mr. Lee did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Lee is a Member of the 12th Beijing Committee, and previously a Member of the 10th Guangxi Zhuangzu Zizhiqu Committee and of the 10th Foshan Committee, of the Chinese People’s Political Consultative Conference. Mr. Lee is the son of Dr. Lee Shau Kee, the Chairman of the Company and the brother of Mr. Lee Ka Kit, a Non-executive Director of the Company.

Mr. Lee is also a Vice Chairman of Henderson Development Limited (“Henderson Development”) and a Director of Disralei Investment Limited (“Disralei Investment”), Medley Investment Limited (“Medley Investment”), Faxson Investment Limited (“Faxson Investment”), Chelco Investment Limited (“Chelco Investment”) and Macrostar Investment Limited (“Macrostar Investment”). Henderson Land Development, Henderson Development, Disralei Investment, Medley Investment, Faxson Investment, Chelco Investment and Macrostar Investment have discloseable interests in the Company under the provisions of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Mr. Lee, as a discretionary beneficiary of discretionary trusts, is deemed to have an interest in 3,967,288,023 Shares (representing approximately 41.50 per cent of the issued shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. He is also taken to be interested in 1,628,172,901 shares in Towngas China Company Limited (representing approximately 62.31 per cent of the issued shares of Towngas China Company Limited), 9,500 shares in Lane Success Development Limited (representing 95 per cent of the issued shares of Lane Success Development Limited) and 2 shares in Yieldway International Limited (representing 100 per cent of the issued shares of Yieldway International Limited), all of which are associated corporations of the Company.

As at the Latest Practicable Date, Mr. Lee has not entered into any service contract with the Company. The term of office for Mr. Lee will expire on 31st December 2014 and he is subject to retirement by rotation and reappointment in accordance with the existing Articles of Association. The director’s fee payable to him was and shall be reviewed by the remuneration committee of the Company on an annual basis. His director’s fee is determined with reference to his duties and responsibilities. For the financial year ended 31st December 2013, Mr. Lee received a fixed remuneration of HK\$160,000 as director’s fee from the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Mr. Lee’s re-election that need to be brought to the attention of the Shareholders.

Mr. Peter WONG Wai Yee C.P.A., C.M.A., A.C.I.S., A.C.S., C.I.G.E.M., F.H.K.I.o.D., M.B.A., *Executive Director and Chief Operating Officer – Utilities Business*

Age 62. Mr. Wong joined the Group in 1997, initially as its Financial Controller. Since 2002, he has been deeply involved in the development of the Group's mainland utilities business, operating from its headquarters in Shenzhen, China. Mr. Wong was appointed to the Board in February 2013. Mr. Wong is currently the Executive Director and Chief Operating Officer of the Utilities Business and also holds directorships in various subsidiaries of the Group. He is also an Executive Director and the Chief Executive Officer of Towngas China Company Limited ("Towngas China") and a director of Shenzhen Gas Corporation Ltd., both of which are listed public companies. Save as disclosed, Mr. Wong did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wong was named consecutively as one of "The Best CEO of Chinese Listed Companies" by Forbes in 2012 and 2013. He is a chartered professional accountant of Canada and a chartered company secretary both in Hong Kong and the United Kingdom. He was formerly a director of the Certified Management Accountants Society of British Columbia, Canada and the president of its Hong Kong branch. He is a member of the Advisory Board of the Department of Accounting of Hong Kong Shue Yan University. Mr. Wong has over 37 years of experience in corporate finance, management and international working experience.

As at the Latest Practicable Date, Mr. Wong has interest in 3,015,000 share options granted by Towngas China, an associated corporation of the Company, with a right to subscribe for 3,015,000 shares of Towngas China (representing approximately 0.12 per cent of the issued shares of Towngas China) within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Wong has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong has not entered into any service contract with the Company but he is subject to the retirement by rotation and reappointment in accordance with the existing Articles of Association. The director's fee payable to him was and shall be reviewed by the remuneration committee of the Company (the "Remuneration Committee") on an annual basis. His other remunerations and discretionary bonus (if any) shall be determined by the Remuneration Committee from time to time with reference to his duties and responsibilities and the Group's performance and profitability. For the financial year ended 31st December 2013, Mr. Wong received a remuneration of approximately HK\$147,000 as director's fee and other emoluments from the Group of approximately HK\$12,078,000 from the date of his appointment as a director of the Company on 1st February 2013. In addition, Mr. Wong received the director's fee payable by Towngas China to him of HK\$200,000, which was determined by the board of directors of Towngas China and was approved by the shareholders of Towngas China at its annual general meeting in 2013.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters in relation to Mr. Wong's re-election that need to be brought to the attention of the Shareholders.

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed renewal of the general mandate for the buy-back of Shares and also constitutes the memorandum required under Section 239(2) of the Ordinance. References in this statement to “Share(s)” means share(s) of all classes in the capital of the Company and includes shares and securities issued by the Company which carry a right to subscribe or buy back shares in the capital of the Company.

- (i) The resolution set out as Resolution 6(II) in the notice convening the Annual General Meeting which will be proposed as an ordinary resolution at that meeting, relates to the renewal of a general mandate to Directors to buy back on the Stock Exchange fully-paid up Shares representing up to 10 per cent of the Shares in issue as at the date of such resolution. As at the Latest Practicable Date, the number of Shares in issue was 9,559,670,503 Shares. On the basis of such figure and assuming there is no issue or buy-back of Shares prior to the date of the Annual General Meeting, the Directors would be authorised to buy back up to 955,967,050 Shares.
- (ii) The Directors believe that the ability to buy back Shares is in the best interests of the Company and its Shareholders.

Buy-backs may, depending on the circumstances, result in an increase in net assets per Share and/or earnings per Share. The Directors are seeking the renewal of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The Directors will decide the number(s) and class(es) of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back at the relevant time having regard to the circumstances then pertaining.

- (iii) It is envisaged that any buy-back would be funded from the distributable profits of the Company in accordance with the Articles of Association and the laws of Hong Kong.
- (iv) The working capital or gearing position of the Company could be adversely affected (as compared with the position disclosed in the Company’s most recently published audited accounts contained in the annual report for the financial year ended 31st December 2013) in the event that the proposed Share buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company as is from time to time appropriate.
- (v) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) presently intend to sell Shares to the Company in the event that the general mandate is renewed.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the proposed general mandate in accordance with the Listing Rules and the laws of Hong Kong.

- (vii) As at the Latest Practicable Date, Dr. Lee Shau Kee, the Chairman, was beneficially interested in 3,967,288,023 Shares (representing approximately 41.50 per cent of the total issued Shares) through some of the subsidiaries of Faxson Investment Limited (“Faxson Investment”). Faxson Investment was a wholly-owned subsidiary of Henderson Land Development Company Limited, a subsidiary of Henderson Development Limited (“Henderson Development”). Rimmer (Cayman) Limited (“Rimmer”) as trustee of a discretionary trust held a majority of units in a unit trust (“Unit Trust”). Hopkins (Cayman) Limited (“Hopkins”) as trustee of the Unit Trust beneficially owned all the issued ordinary shares which carry the voting rights in the shares of Henderson Development. Dr. Lee Shau Kee beneficially owned all the issued shares of Rimmer and Hopkins. On this basis of such figure, if the buy-back mandate is exercised in full by the Company and assuming that Dr. Lee Shau Kee does not receive, acquire or dispose of any Shares, his percentage shareholding in the Company will amount to 46.11 per cent of the total issued Shares. Accordingly, under Rule 26 of the Hong Kong Code on Takeovers and Mergers, an obligation to make a general offer to Shareholders may arise as a result of an exercise of the mandate.
- (viii) The Company did not buy back any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).
- (ix) No “connected person” (as defined in the Listing Rules) has notified the Company that it has a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares held by them to the Company in the event that the general mandate is renewed by the Shareholders.
- (x) The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months are as follows:

	Highest (HK\$)	Lowest (HK\$)
April 2013	21.500 A	20.273 A
May 2013	21.727 A	19.864 A
June 2013	20.273 A	18.060
July 2013	20.050	18.500
August 2013	20.500	17.900
September 2013	18.780	17.980
October 2013	18.820	18.000
November 2013	18.500	17.800
December 2013	18.520	17.260
January 2014	17.900	15.960
February 2014	16.960	15.300
March 2014	16.980	15.900
April 2014 (up to the Latest Practicable Date)	18.100	16.900

A – adjusted for the bonus issue 1 for 10 with ex-date 7th June 2013.

(In case of discrepancy between the original English version and the Chinese translation of this document, the English version shall prevail.)

The following are the changes introduced by the New Articles of Association when compared with the existing Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles of Association.

Article No.	Provisions in the New Articles of Association (showing changes to the existing Articles of Association)
1A.	<u>The name of the Company is “The Hong Kong and China Gas Company Limited (香港中華煤氣有限公司)”.</u>
1B.	<p><u>The Company has the capacity, rights, powers and privileges of a natural person of full age and, in addition and without limit, the Company may:–</u></p> <p>(a) <u>make, manufacture, purchase, supply and sell gas in Hong Kong and in China, and carry on the business of a gas company in all its branches and departments in such places or any part of them, and make, manufacture, supply and sell materials and by-products which may result from the manufacture of gas;</u></p> <p>(b) <u>erect and construct gasworks, gasholders, plant, machinery and apparatus and lay all necessary mains and services, and other pipes in the places aforesaid, or any of them, or any parts thereof;</u></p> <p>(c) <u>manage, demise and let, or agree to demise and let, accept surrenders of, mortgage, sell and absolutely dispose of, surrender to the government, grant rights of way over or otherwise deal with, all or any part or parts of the Company’s land and hereditaments, messuages and tenements, or any estate or interest therein respectively;</u></p> <p>(d) <u>acquire and assume for any estate or interest and take options over, any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person;</u></p> <p>(e) <u>manufacture, process, import, export, deal in and store any goods and other things and carry on the business of manufacturers, processors, importers, exporters, and storsers of and dealers in any goods and other things;</u></p> <p>(f) <u>acquire and exploit lands, mines and mineral rights and acquire, explore for and exploit any natural resources and carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and construct, erect, install, pull down, rebuild, enlarge, alter and maintain buildings, plant and machinery and carry on business as builders, contractors and engineers;</u></p>

	<p><u>(g) provide services of all descriptions and carry on business as advisers, consultants, brokers and agents of any kind;</u></p> <p><u>(h) invest money of the Company in any investments and hold, sell or otherwise deal with such investments;</u></p> <p><u>(i) acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;</u></p> <p><u>(j) render advisory, investigatory, supervisory, managerial, technical, cultural, artistic, entertainment, educational, business, investment, consultancy and other facilities or services of every kind and description and carry on any business involving any such provision;</u></p> <p><u>(k) hold in trust as trustees or nominees of any person, company, corporation, or any charitable or other institution in any part of the world and whether incorporated or not and manage, deal with and turn to account, any real and personal property of any kind, and in particular, shares, personal property, stocks, debentures, debenture stock, notes, securities, options, policies, book debts, claims and choses-in-action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in any real or personal property, and any claims against such property or against any person, firm or corporation;</u></p> <p><u>(l) lend money and grant or provide credit and financial accommodation to any person;</u></p> <p><u>(m) enter into any arrangements with any government or authority or person and obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and carry out, exercise and comply with the same;</u></p> <p><u>(n) borrow and raise money and accept money on deposit (but not carry on the business of banking as defined under the Banking Ordinance) and secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities;</u></p>
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	<p>(o) <u>enter into any guarantee, contract of indemnity or suretyship (other than fire, life and marine insurance) and in particular (without prejudice to the generality of the foregoing) guarantee, support or secure, with or without consideration, whether by personal obligation or mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company;</u></p> <p>(p) <u>amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with, and assist or subsidise any person;</u></p> <p>(q) <u>accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise;</u></p> <p>(r) <u>apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and carry on the business of an inventor, designer or research organisation;</u></p> <p>(s) <u>sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities;</u></p> <p>(t) <u>issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose;</u></p>
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	<p>(u) <u>give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the transfer of registration of the Company or the conduct or course of its business, and establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and carry on the business of company, fund, trust and business promoters or managers and of underwriters or dealers in securities and act as director of and as secretary, manager, registrar or transfer agent for any other company and act as trustees of any kind and undertake and execute any trust;</u></p> <p>(v) <u>pay all the costs, charges and expenses preliminary and incidental to the transfer of the registration of the Company to, and the incorporation of the Company in, Hong Kong and procure the registration or incorporation of the Company in or under the laws of any place outside Hong Kong;</u></p> <p>(w) <u>grant pensions, annuities or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object;</u></p> <p>(x) <u>cease carrying on or wind up any business or activity of the Company, and cancel any registration of and wind up or procure the dissolution of the Company in any state or territory;</u></p> <p>(y) <u>distribute any of the property of the Company among its creditors and Members in specie or kind;</u></p>
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	<p><u>(z) do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;</u></p> <p><u>(aa) carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company’s undertaking, property or assets or otherwise to advance the interests of the Company or of its Members;</u></p> <p><u>(bb) do any act that it is permitted or required to do by these Articles or any ordinance or rule of law, and has power to acquire, hold and dispose of land; and</u></p> <p><u>(cc) do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above of any of them.</u></p> <p><u>And it is hereby declared that “company” in this clause, except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in Hong Kong or elsewhere, “person” shall include any company as well as any other legal or natural person, “securities” shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, “and” and “or” shall mean “and/or” where the context so permits, “other” and “otherwise” shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so required, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.</u></p>
1C.	<u>The liability of the Members of the Company is limited.</u>
1D.	<u>The Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.</u>
1E.	No regulations set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies shall apply as the regulations or Articles of the Company.

2.	“Companies Ordinance” means the Companies Ordinance (Chapter 622 32) as from time to time amended, replaced or re-enacted and every other statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies insofar as the same apply to the Company;
2.	“ <u>electronic means</u> ” has the meaning ascribed to it under Section 2(4)(c) of the <u>Companies Ordinance</u> ;
2.	“ <u>The Stock Exchange</u> ” means The Stock Exchange of Hong Kong Limited;
2.	references to doing something by electronic means include transmitting it by means of a telecommunications system (within the meaning of the Telecommunications Ordinance (Chapter 106)) or by other means but while in an electronic form or by publishing it on a computer network;
3.(A)	Subject to the Companies Ordinance, where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.
4.	The <u>registered</u> office shall be at such place in Hong Kong as the Board shall from time to time appoint.
Immediately preceding Article 5	<u>SHARES CAPITAL</u>
5.	The authorised share capital of the Company at the date of adoption of this Article is HK\$1,250,000,000 divided into 5,000,000,000 shares of HK\$0.25 each. <i>Deleted</i> <i>—— By an ordinary resolution passed on 29th April, 1999, the authorised share capital of the Company was increased from HK\$1,250,000,000 to HK\$2,500,000,000 by the creation of an additional 5,000,000,000 shares of HK\$0.25 each.</i>

8.	<p>The Company may exercise any powers conferred on the Company or permitted by or not prohibited by or not inconsistent with the Companies Ordinance or any other applicable ordinance, law, code or regulation from time to time acquire <u>buy back</u> all or any of its shares of any class in the capital of the Company, including any redeemable shares or warrants or other securities carrying a right to subscribe for or purchase <u>buy back</u> shares of the Company issued by the Company and, should the Company acquire <u>buy back</u> its own shares or warrants or other such securities, neither the Company nor the Board shall be required to select the shares or warrants to be acquired <u>bought back</u> rateably or in any other particular manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares or warrants but provided always that any such acquisition <u>buy-back</u> shall only be made in accordance with any relevant rules, codes or regulations issued by the Stock Exchange, the Securities & Futures Commission of Hong Kong or any other relevant regulatory authorities from time to time.</p>
9.	<p>Subject to the Companies Ordinance, all or any of the rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be varied with the consent in writing of the holders of not less than three-fourths in nominal value of the issued <u>representing at least 75% of the total voting rights of holders of shares of that class</u> or with the sanction of a special resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy not less than one-third in nominal value of the issued <u>of the total voting rights of holders of shares of the class</u>, that every holder of shares of the class shall be entitled on a poll to one vote for every share of the class held by him, that any holder of shares of the class present in person or by proxy may demand a poll and that at an adjourned meeting of the holders one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum and for the purposes of this Article one holder present in person or by proxy may constitute a meeting.</p>

14.	<p>Every person except a stock exchange nominee in respect of which the Company is not by law required to complete and have ready for delivery a certificate whose name is entered in the register as a holder of any shares shall be entitled, without payment, to receive within 10 business days after allotment or lodgement of a transfer to him of those shares (or within such other period as the terms of issue shall provide) one certificate for all those shares of any one class or several certificates each for one or more of the shares of the class in question upon payment for every certificate after the first of such sum (if any) not exceeding the maximum amount prescribed from time to time by the Stock Exchange. In the case of a share held jointly by several persons, delivery of a certificate to one of the several joint holders shall be sufficient delivery to all. A Member (except such a nominee) who transfers some but not all of the shares comprised in a certificate shall be entitled to a certificate for the balance without charge <u>upon payment of such sum (if any) not exceeding the maximum amount prescribed from time to time by the Stock Exchange. For the purpose of this Article, "business day" means a day on which the Stock Exchange is open for the business of dealing in securities.</u></p>
16.	<p>All forms of certificate for share capital of the Company shall, and, except to the extent that the terms and conditions for the time being relating to them otherwise provide, all forms of certificate for loan capital or other securities of the Company (other than letters of allotment, scrip certificates and other like documents) shall be issued under seal or in such other manner as the Board having regard to the terms of issue and any listing requirements may authorise, and shall specify the number and class of the shares to which it relates and the amount or respective amounts paid up on the shares. The Board may either generally or in any particular case by resolution determine that the securities seal or any signatures or any of them may be affixed to any such certificates by some mechanical means or can be printed on them or that such certificates need not be signed by any person.</p>
20.	<p>Subject to the terms of issue, the Board may from time to time make calls upon the Members in respect of the moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not payable on a date fixed by or in accordance with the terms of issue, and each Member shall (subject to the Company serving upon him at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be revoked or postponed as the Board may determine.</p>

24.	Any amount which becomes payable in respect of a share on allotment or on any date fixed by or in accordance with the terms of issue, whether in respect of the nominal amount of the share or by way of premium ; or as an instalment of a call, shall be deemed to be a call and, if it is not paid, all the relevant provisions of these Articles shall apply as if the sum had become due and payable by virtue of a call.
36.	The Board may, in its absolute discretion and without assigning any reason for so doing , decline to register any transfer of any share which is not a fully paid share.
38.	<p>(A) If the Board declines to register a transfer it shall, within two months after the date on which the instrument of transfer was lodged, send to the transferee <u>and the transferor</u> notice of the refusal.</p> <p>(B) <u>If the Board declines to register a transfer, the transferee or transferor may request a statement of the reasons for the refusal.</u></p> <p>(C) <u>If a request is made under paragraph (B) above, the Board shall, within 28 days after receiving the request,</u></p> <p style="padding-left: 40px;">(i) <u>send the person who made the request a statement of the reasons;</u> <u>or</u></p> <p style="padding-left: 40px;">(ii) <u>register the transfer.</u></p>
39.	Subject as otherwise provided by these Articles, no fee shall be charged by the Company <u>The Company shall not charge any fee of more than the maximum fee prescribed from time to time by the Stock Exchange</u> for registering any probate, letters of administration, certificate of death or marriage, power of attorney, distress or stop notice, order of court or other instrument relating to or affecting the title to any share, or otherwise making any entry in the register relating to any share.

41.(A)	<p>The Company may sell any shares in the Company on behalf of the holder of, or person entitled by transmission to, the shares by instructing a Member of The Stock Exchange <u>broker</u> to sell them at best price if:</p> <ul style="list-style-type: none"> (i) the shares have been in issue throughout the qualifying period and at least three cash dividends have become payable on the shares during the qualifying period; (ii) no cash dividend payable on the shares has either been claimed by presentation to the paying bank of the relative cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of, or person entitled by transmission to, the shares at any time during the relevant period; (iii) the Company has caused an advertisement to be published in at least one English language newspaper and one Chinese language newspaper circulating in Hong Kong, giving notice of its intention to sell the shares and a period of three months has elapsed from the date of publication of the advertisement or of the last of the advertisements to be published if they are published on different dates; and (iv) the Company has given notice to the <u>the</u> Stock Exchange of its intention to make the sale. <p>For the purpose of this paragraph of this Article:</p> <p>“the qualifying period” means the period of twelve years immediately preceding the date of publication of the advertisements referred to in sub-paragraph (iii) above or of the first of the two advertisements to be published if they are published on different dates; and</p> <p>“the relevant period” means the period beginning at the commencement of the qualifying period and ending on the date when all the requirements of sub-paragraphs (i) to (iv) above have been satisfied.</p> <p>If, after the publication of the advertisements referred to in sub-paragraph (iii) above but before the Company has become entitled to sell the shares pursuant to this paragraph of this Article, the requirements of sub-paragraph (ii) above cease to be satisfied, the Company may nevertheless sell those shares after the requirements of sub-paragraphs (i) to (iv) above have been satisfied afresh in relation to them.</p> <p>If during any relevant period further shares have been issued in right of those held at the beginning of that relevant period or of any previously so issued during that relevant period and all the requirements of sub-paragraphs (ii) to (iv) above have been satisfied in regard to the further shares, the Company may also sell the further shares.</p>
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	To give effect to any sale of shares pursuant to this paragraph of this Articles the Board may authorise some person to transfer the shares in question and an instrument of transfer executed by that person shall be as effective as if it had been executed by the holder of, or person entitled by transmission to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of sale shall belong to the Company and, upon their receipt, the Company shall become indebted to the former holder of, or person entitled by transmission to, the shares for an amount equal to the net proceeds. No trust shall be created in respect of the debt and no interest shall be payable in respect of it and the Company shall not be required to account for any moneys earned from the net proceeds which may be employed in the business of the Company or as it thinks fit.
Immediately preceding Article 46	STOCK
46.	The Company may from time to time by ordinary resolution convert any fully paid up shares into stock and may reconvert any stock into fully paid up shares of any denomination. After the passing of any resolution converting all the fully paid up shares of any class in the capital of the Company into stock, any shares of that class which subsequently become fully paid up and rank pari passu in all other respects with such shares shall, by virtue of this Article and such resolution, be converted into stock transferable in the same units as the shares already converted. Deleted
47.	The holders of stock may transfer the same or any part of it in the same manner and subject to the same regulations as the shares from which the stock arose might prior to conversion have been transferred or as near to them as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable, but the minimum shall not, without the sanction of an ordinary resolution of the Company, exceed the nominal amount of each of the shares from which the stock arose. Deleted
48.	The holders of stock shall, according to the amount of the stock held by them, have the same rights as regards dividends, voting at general meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right (except as to participation in dividends and in assets on a reduction of capital or a winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such right. Deleted
49.	All of the provisions of these Articles which are applicable to paid up shares shall apply to stock and the words "share" and "shareholder" in these Articles shall include "stock" and "stockholder" in these Articles shall include "stock" and "stockholder" respectively. Deleted

50.	<p>The Company may from time to time by ordinary resolution <u>Subject to the provisions of the Companies Ordinance, the Company may from time to time alter its share capital in any one or more of the ways set out below:</u></p> <p>(a) increase its share capital by such sum to be divided into allotting and issuing new shares of such amount as the resolution shall prescribe;</p> <p>(b) consolidate and divide all or any of <u>increase its share capital without allotting and issuing new</u> into shares, if the funds or other assets for the increase are provided by the Members of the Company of larger amount than its existing shares;</p> <p>(c) subject to the provisions of the Companies Ordinance, sub-divide its shares or any of them into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or be subject to any restriction as compared with the others <u>capitalize its profits, with or without allotting and issuing new shares;</u></p> <p>(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled. <u>allot and issue bonus shares with or without increasing its share capital;</u></p> <p>(e) <u>convert all or any of its shares into a larger or smaller number of shares;</u></p> <p>(f) <u>cancel shares:</u></p> <p style="padding-left: 40px;">(i) <u>that, at the date the resolution for cancellation is passed, have not been taken or agreed to be taken by any person; or</u></p> <p style="padding-left: 40px;">(ii) <u>that have been forfeited.</u></p>
52.	<p>Subject to the provisions of the Companies Ordinance, the Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner.</p>
54.	<p>The Board may, whenever it thinks fit, convene an extraordinary general metingmeeting.</p>
56.	<p>An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution shall be convened by not less than twenty-one clear days' notice given in accordance with Article 147, subject to the requirements of the Companies Ordinance. All other extraordinary general meetings shall be convened by not less than fourteen clear days' notice given in accordance with Article 147, subject to the requirements of the Companies Ordinance. The notice shall specify the place <u>(and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places</u></p>

	<p><u>of the meeting</u>), day and time of meeting and the general nature of the business to be transacted, and in the case of a notice calling an annual general meeting, shall state that the meeting is an annual general meeting. Notice of every general meeting shall be given to all Members other than any who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors for the time being of the Company.</p> <p>Notwithstanding that a meeting of the Company is convened by shorter notice than that specified in this Article, it shall be deemed to have been duly convened if it is so agreed:</p> <p>(a) in the case of an annual general meeting, by all the Members entitled to attend and vote at the meeting; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together <u>representing at least 95% of the total voting rights at the meeting of all the Members holding not less than 95 per cent. in nominal value of the shares giving that right.</u></p>
57.	<p>In every notice convening a general meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint (i) <u>another person (whether a Member or not) as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Company and (ii) separate proxies to represent respectively the number of the shares held by the Member that is specified in their instruments of appointment</u> a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member.</p>
67.	<p>In the case of a resolution duly proposed as a special or extraordinary resolution no amendment to it (other than an amendment to correct a patent error) may be considered or voted upon and in the case of a resolution duly proposed as an ordinary resolution no amendment to it (other than an amendment to correct a patent error) may be considered or voted upon unless either at least forty-eight hours prior to the time appointed for holding the meeting or adjourned meeting at which such ordinary resolution is to be proposed notice in writing of the terms of the amendment and intention to move the same has been lodged at the office or the chairman in his absolute discretion decides that it may be considered or voted upon.</p>

70.	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand of a poll) a poll is properly demanded. Subject to the Companies Ordinance and the rules prescribed by the Stock Exchange from time to time, a poll may be demanded by:</p> <p>(a) the chairman of the meeting; or</p> <p>(b) at least three Members present in person or by proxy and entitled to vote; or</p> <p>(c) any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth at least 5% of the total voting rights of all Members having the right to attend and vote at the meeting; or</p> <p>(d) any Member or Members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p>Unless a poll is so demand and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.</p>
74.	<p>On a poll votes may be given either personally or by proxy. A Member may appoint not more than two proxies <u>more than one proxy</u> to attend on the same occasion.</p>
84.	<p>The instrument appointing a proxy and (if required by the Board) any authority under which it is executed, or a copy of the authority certified notarially or in some other manner approved by the Board, may be <u>(i) delivered to the office (or to such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying document) or, (ii) if an electronic address is specified by the Company, in the notice of meeting or in the instrument of proxy issued by the Company, specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address subject to any conditions or limitations imposed by the Company (and as regards (ii), Section 828 of the Companies Ordinance shall apply subject to the above and for the purpose of Section 828(7)(a) of the Companies Ordinance, the period referred to under Section 823 of the Companies Ordinance shall be twelve hours), in each case</u></p>

	<p>not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and an instrument of proxy which is not so delivered shall not be treated as valid. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned. <u>In calculating the periods for depositing the instrument appointing a proxy, no account is to be taken of any part of a day that is a public holiday.</u></p>
86.	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join <u>join</u> in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>
91.	<p>Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a director, the Board may appoint any person who is willing to be a director, either to fill a vacancy or as an addition to the existing Board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any director so appointed by the Board shall hold office only until the next following annual general meeting, <u>or until the next following general meeting in the case of filling a casual vacancy</u>, but shall not be taken into account in determining the directors or the number of directors who are to retire by rotation at that meeting.</p>
95.	<p>At each annual general meeting, one-third of <u>all</u> the directors other than the executive directors (or if this number is not a whole number, rounded up to the nearest whole number) shall retire from office. A director other than an executive director retiring at a meeting shall retain office until the close of the meeting.</p>
96.	<p>At each annual general meeting, one-third of the executive directors (or if this number is not a whole number, rounded up to the nearest whole number) shall retire from office. An executive director retiring at a meeting shall retain office until the close of the meeting. Deleted</p>

105.(G)(v)	any contract concerning any other company (not being a company in which the director and any of his associates in aggregate own five per cent. or more) in which he or any of his associates is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever; Deleted
105.(G)(vi)	any contract concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, their associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any director, or any of his associates as such any privilege or advantage not accorded to the employees to which the fund or scheme relates; <u>and</u>
105.(G)(vii)	any contract for the benefit of employees of the Company or of any of its subsidiaries under which he or any of his associates benefits in a similar manner to the employees and which does not accord to any director, or any of his associates as such any privilege or advantage not accorded to the employees to whom the contract relates; <u>and</u> .
105.(G)(viii)	any contract for the purchase or maintenance for any director or directors of insurance against any liability. Deleted
105.(H)	A company shall be deemed to be one in which a director and any of his associates in aggregate own five per cent. or more <u>or connected entities has shareholding interest</u> if and so long as (but only if and so long as) they are (either directly or indirectly) the holders of or beneficially interested in five per cent. or more of any class of the equity share capital of that company (or of any third company through which the interest of the director or that of his associates <u>or connected entities</u> is derived) or of the voting rights available to members of that company. For the purpose of this paragraph of this Article there shall be disregarded any shares held by the director or any of his associates <u>or connected entities</u> as bare or custodian trustee and in which he and his associates <u>or connected entities</u> have no beneficial interest, any shares comprised in a trust in which the interest of him and his associates <u>or connected entities</u> is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust and any shares comprised in an authorised unit trust scheme in which he or any of his associates <u>or connected entities</u> is interested only as a unit holder.
105.(I)	Where a company in which a director and any of his associates in aggregate own five per cent. or more is materially interested in a contract, he also shall be deemed materially interested in that contract. Deleted

105.(K)	<p>Subject to the Companies Ordinance, <u>if a director or his connected entity</u>, who to his <u>the director's</u> knowledge is in any way, whether directly or indirectly, interested in a contract with the Company, <u>the director</u> shall declare the nature and extent of his <u>such</u> interest at the meeting of the Board at which the question of entering into the contract is first taken into consideration, if he knows his <u>such</u> interest then exists, or in any other case at the first meeting of the Board after he knows that he <u>or his connected entity</u> is or has become so interested.</p> <p>For the purposes of this Article, a general notice to the Board given by a director to the effect that (a) he is a member, <u>director, executive, officer, employee or otherwise</u> of a specified company or firm and is to be regarded as interested in any contract which may after the <u>effective</u> date of the notice be made with that company or firm, or (b) he is <u>connected with a person specified in the notice and is</u> to be regarded as interested in any contract which may after the <u>effective</u> date of the notice made with the <u>specified person who is connected with him</u>, shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the director takes reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given <u>or on the twenty-first day after the day on which it is sent to the Company</u>.</p>
105.(L)	<p>References in this Article to a contract include references to any <u>transaction, arrangement or contract, or a proposed transaction, arrangement or contract</u> and to any transaction or arrangement whether or not constituting a contract. References in this Article to a connected entity of a director have the meaning given by Section 486 of the Companies Ordinance.</p>
106.	<p>Subject to the provisions of the Companies Ordinance, the memorandum of association of the Company and these Articles and to any discretions given by the Company in general meeting by special resolution, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company whether relating to the management of the business of the Company or not. No alteration of the memorandum of association or these Articles and no special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that resolution had not been passed. The powers given by this Article shall not be limited by any power given to the Board by any other Article.</p>
108.	<p>The Board may establish local boards or agencies for managing any of the affairs of the Company, either in Hong Kong or elsewhere, and may appoint any persons to be <u>M</u>members of such local boards, or any managers or agents, and may fix their remuneration. The Board may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board, with power to sub-delegate, and may authorise the <u>M</u>members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.</p>

135.(A)(i)(d)	the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect of which the cash election has not been duly exercised (“the non-elected shares”) and in lieu and in satisfaction of it shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of any of the Company’s reserve accounts (including any share premium account or capital redemption reserve fund) or profit and loss account or amounts otherwise available for distribution as the Board may determine such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or
135.(A)(ii)(d)	the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect of which the share election has been duly exercised (“the elected shares”) and in lieu and in satisfaction of it shares shall be allotted credited as fully paid up to the holder of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of any of the Company’s reserve accounts (including any share premium account and capital redemption reserve fund) or profit and loss account or amounts otherwise available for distribution as the Board may determine such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.
140.	<u>Subject to the Companies Ordinance, The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund including the profit and loss account whether or note the same is available for distribution and accordingly that the amount to be capitalised be set free for distribution among the Members or any class of Members who would be entitled to it if it were distributed by way of dividend and in the same proportions, on the footing that it is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by those Members respectively or in paying up in full of unissued shares, debentures or other obligations of the Company to be allotted and distributed credited as fully paid among those Members, or partly in one way and partly in the other, but so that, for the purposes of this Article, a share premium account and a capital redemption reserve fund, and any reserve or fund representing unrealised profits may be applied only in the paying up in full of unissued shares of the Company.</u>

141.	<p>Where any difficulty arises in regard to any distribution of any capitalised reserve or fund the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions <u>whereby the benefit of fractional entitlements accrue to the Company rather than the Members concerned</u> or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may authorise any person to enter into an agreement with the Company on behalf of the persons entitled to participate in the distribution providing for the allotment to them respectively of any shares, debentures or other obligations of the Company to which they are entitled on the capitalisation and the agreement shall be binding on those persons.</p>
145.	<p>(A) Subject to paragraph (B) of this Article, a copy of either (i) the relevant financial-reporting documents or (ii) the summary financial report shall, at least 21 days before the date of the general meeting, be sent to every Member in accordance with Article 147, subject to the requirements of the Companies Ordinance.</p> <p>(B) Where a Member has, in accordance with the Companies Ordinance, consented to treat the publication of the relevant financial-reporting documents and/or the summary financial report on the Company's computer network website as discharging the Company's obligation under the Companies Ordinance to send a copy of the relevant financial-reporting documents and/or the summary financial report, then, subject to compliance with the publication and notification requirements of the Companies Ordinance, publication by the Company on the Company's computer network website of the relevant financial-reporting documents and/or the summary financial report at least 21 days before the date of the general meeting shall, in relation to each such Member, be deemed to discharge the Company's obligations under paragraph (A) of this Article.</p> <p>(C) For the purposes of this Article, "relevant financial-reporting documents" and "summary financial report" shall have the meaning ascribed to them in the Companies Ordinance.</p>
147.	<p>Any notice or document (including a share certificate and any "corporate communication" as defined in the Rules Governing the Listing of Securities on the Stock Exchange) may be served or delivered by the Company or by the Board on or to any Member in the following manner:</p> <p>(a) in hard copy form either (i) personally or (ii) by hand to, or by sending it through the post (airmail, if sent to an address outside Hong Kong, <u>by airmail or an equivalent service that is no slower</u>) in a prepaid envelope or wrapper addressed to, the Member's address as shown in the register; or</p>

	<p>(b) in electronic form:</p> <p>(i) personally; or</p> <p>(ii) by hand to, or by sending it through the post (airmail, if sent to an address outside Hong Kong, <u>by airmail or an equivalent service that is no slower</u>) in a prepaid envelope or wrapper addressed to, the Member's address as shown in the register; or</p> <p>(iii) by sending or transmitting it through electronic means to such Member at any electronic number or electronic address or computer network or website supplied by the Member to the Company for the giving of notice or document from the Company to him,</p> <p>provided that the Company must first have received from the relevant Member his written agreement, generally or specifically, that the notice or document may be sent or supplied to him in electronic form and no notice of revocation has been received by the Company from the Member in accordance with the Companies Ordinance, and all other relevant requirements of the Companies Ordinance have been complied with; or</p> <p>(c) by posting it on the Company's website, provided that the Company must first have received from the relevant Member either (i) the Member's written agreement, generally or specifically, or (ii) the Member's deemed agreement in the manner prescribed in the Companies Ordinance, to have made available to <u>and has notified him such notice or document has been made available</u> on the Company's website and no notice of revocation has been received by the Company from the Member in accordance with the Companies Ordinance, and all other relevant requirements of the Companies Ordinance have been complied with; or</p> <p>(d) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper being in each case a newspaper circulating generally in Hong Kong.</p>
148.	<p>In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Subject to the Rules Governing the Listing of Securities on the Stock Exchange and unless the Articles otherwise provides,</p> <p><u>(a) all notices, documents or other information directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to any one of the joint holders in respect of such share, and such notices, documents or information so given shall be deemed to have been given to all the holders of such share; and</u></p> <p><u>(b) anything to be agreed or specified by the members shall, with respect to any share to which persons are jointly entitled, be deemed to have been agreed or specified by all the holders of such share if any one of the joint holders in respect of such share has so agreed or specified (except for transfer of the share).</u></p>

150.	<p>Any notice or document <u>given by the Company</u>:</p> <p>(a) if served or delivered in person or by hand, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the secretary or other person appointed by the Board that the notice or document was so served or delivered shall be conclusive evidence thereof;</p> <p>(b) if served or delivered by post, shall be deemed to have been served or delivered on the next working second business day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong, and in proving such service or delivery, it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office, and a certificate in writing signed by the secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>(c) if sent or transmitted by electronic means, shall be deemed to have been served or delivered at the expiration of 48<u>twelve</u> hours after it was transmitted from the server of the Company or its agent;</p> <p>(d) if posted on the Company's website, shall be deemed to have been served and delivered at the expiration of 48<u>twelve</u> hours after the later of (i) the time when the Member receives <u>or is deemed to have received</u> notification of posting in such form as to contain the information prescribed by the Companies Ordinance and (ii) the time when the notice or document is first made available on the Company's website. In calculating a period of hours mentioned in paragraphs (c) and (d) of this Article 150, any part of a day that is not a business day (as such term is defined in Section 168BAA of the Companies Ordinance) is to be disregarded; and</p> <p>(e) if served by advertisement in newspapers, shall be deemed to have been served on the day on which such notice or document is first published in the newspaper.</p> <p><u>For the purpose of this Article, "business day" has the meaning given by Section 821 of the Companies Ordinance.</u></p>
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152.	<p>If the Company commences liquidation, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies (<u>Winding Up and Miscellaneous Provisions</u>) Ordinance (<u>Chapter 32 of the Laws of Hong Kong</u>),</p> <p>(a) divide among the Members in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and for that purpose, set such value as he deems fair upon any property to be divided and determine how the division shall be carried out as between the Members or different classes of Members, or</p> <p>(b) vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit</p> <p>but no Member shall be compelled to accept any shares or other assets upon which there is any liability.</p>
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(The Chinese translation of the New Articles of Association is for Shareholders' reference only. In case there is any inconsistency between the English version and the Chinese translation, the English version shall prevail.)

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Hong Kong and China Gas Company Limited (the “Company”) will be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Wednesday, 4th June 2014 at 12:00 noon for the following purposes:

1. To receive and consider the audited accounts for the financial year ended 31st December 2013 and the reports of the Directors and Auditor thereon.
2. To declare a final dividend.
3. To re-elect Directors.
4. To approve the revised Director’s fee for each Director at the rate of HK\$200,000 per annum; in the case of the Chairman of the Board an additional fee at the rate of HK\$200,000 per annum; in the case of each Director acting as member of (a) Audit Committee an additional fee at the rate of HK\$250,000 per annum; (b) Remuneration Committee an additional fee at the rate of HK\$100,000 per annum; and (c) Nomination Committee an additional fee at the rate of HK\$100,000 per annum effective from the financial year of 2014 until the Company in general meeting otherwise determines.
5. To re-appoint PricewaterhouseCoopers as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix its remuneration.
6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Ordinary Resolutions

- (I) “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Listing Committee”) granting listing of and permission to deal in the new shares of the Company to be issued pursuant to this Resolution, and upon the recommendation of the Directors of the Company, such number of shares of the Company (the “Bonus Share(s)”) which is equal to 10 per cent of the number of shares in the Company in issue on 12th June 2014 be allotted and issued without consideration to and among the shareholders of the Company whose names are on the register of members on 12th June 2014 on the basis of one Bonus Share for every ten shares in the Company held by such shareholders of the Company on such date and that the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank *pari passu* in all respects with the existing issued shares in the Company except that they will not be entitled to participate in any dividend declared or recommended by the Company in respect

NOTICE OF ANNUAL GENERAL MEETING

of the financial year ended 31st December 2013 and that the Directors of the Company be and are hereby authorised to deal with any fractions arising from the distribution by the sale of the Bonus Shares representing such fractions and to retain the net proceeds for the benefit of the Company and further that the Directors of the Company be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

(II) **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to buy back Shares be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of the Shares in issue as at the date of passing this Resolution (subject to adjustment in the case of subdivision and consolidation of Shares), and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or buy back shares of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

(III) **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options and warrants which will or might require Shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares, shall not exceed, where the Shares are to be allotted wholly for cash, 10 per cent and in any event 20 per cent of the total number of the Shares in issue as at the date of passing this Resolution (subject to adjustment in the case of subdivision and consolidation of Shares); and
- (c) for the purpose of this Resolution:

the expressions “Relevant Period” and “Shares” shall have the same meaning as assigned to them under Resolution 6(II) set out in the Notice of Annual General Meeting of which this Resolution forms part, with references to “this Resolution” in the definition of “Relevant Period” being construed as references to this Resolution 6(III); and

“Rights Issue” means the allotment, issue or grant of shares in the Company open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(IV) “**THAT** conditional upon the passing of Resolutions 6(II) and 6(III) set out in the Notice of Annual General Meeting of which this Resolution forms part, the general mandate granted to the Directors of the Company pursuant to the said Resolution 6(III) for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make, issue or grant offers, agreements, options and warrants which will or might require the exercise of such powers be and is hereby extended by the addition to total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total number of shares of the Company bought back by the Company pursuant to the exercise by the Directors of the Company in accordance with the said Resolution 6(II) of the powers of the Company to buy back such shares of the Company, provided that such amount shall not exceed 10 per cent of the total number of the shares of the Company in issue as at the date of passing this Resolution (subject to adjustment in the case of subdivision and consolidation of shares of the Company).”

7. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

Special Resolution

“**THAT** the new articles of association (the “New Articles”) of the Company, a copy of which has been produced to this meeting marked “A” and for identification purpose signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of this meeting and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles.”

By Order of the Board

JOHN H.M. HO

Chief Financial Officer and Company Secretary

Hong Kong, 24th April 2014

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Directors of the Company wish to state that they have no immediate plans to buy back any existing shares in the Company or to issue any new shares or warrants in the Company (other than the issue of Bonus Shares).
2. Any member entitled to attend and vote at the meeting may appoint more than one proxy to attend and to speak, and on a poll, to vote on his/her behalf. A proxy need not be a member of the Company. The 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 deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. At the Annual General Meeting, the Chairman of the meeting will exercise his power under Article 70 of the Articles of Association of the Company to put each of the resolutions set out in the Notice of Annual General Meeting to the vote by way of poll.
4. For the purpose of determining entitlement of shareholders to the right to attend and vote at the Annual General Meeting (or any adjournment thereof), the register of members of the Company will be closed from Friday, 30th May 2014 to Wednesday, 4th June 2014, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 29th May 2014.
5. For the purpose of determining shareholders who qualify for the proposed issue of Bonus Shares and final dividend, the register of members of the Company will be closed from Tuesday, 10th June 2014 to Thursday, 12th June 2014, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 9th June 2014.
6. If Resolutions 2 and 6(I) above are approved, the dividend will be payable on Friday, 20th June 2014 and share certificates for the Bonus Shares will be despatched to the shareholders of the Company on the same day.