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**THE HONG KONG AND CHINA GAS COMPANY LIMITED**

*(Incorporated in Hong Kong under the Companies Ordinance)*

(Stock Code: 3)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board announces that certain minor amendments and other amendments to the Articles of Association will be proposed at the AGM to, inter alia, enable the Company to send or supply corporate communication (as defined in the Listing Rules) to the Shareholders using electronic means or by making them available on the Company's website. A circular containing, among other things, information on the proposed amendments to the Articles of Association together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

In view of the provisions of Rule 2.07A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Part IVAAA of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (the "Companies Ordinance"), relating to the use of electronic means or website for communication with shareholders, the board of directors (the "Board") of The Hong Kong and China Gas Company Limited (the "Company") proposes that certain amendments be made to the relevant provisions of the Company's articles of association (the "Articles of Association") to conform to such provisions of the Listing Rules and the Companies Ordinance.

The proposed amendments to the Articles of Association are to, inter alia, enable the Company to send or supply corporate communication (as defined in the Listing Rules) to the shareholders of the Company ("Shareholders") using electronic means or by making them available on the Company's website in satisfaction of the Company's obligation to send a printed copy thereof to the Shareholders to the extent permitted under the Companies Ordinance, the Listing Rules and the Company's constitutional documents. The Board also proposes to make certain minor amendments to the Articles of Association at the same time.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the annual general meeting of the Company to be held on Friday, 3rd June 2011 (the "AGM"). A circular containing, among other things, information on the proposed amendments to the Articles of Association together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

By Order of the Board

**JOHN H.M. HO**

*Chief Financial Officer and Company Secretary*

Hong Kong, 15th March 2011

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

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

*Independent Non-executive Directors:* Mr. Leung Hay Man, Dr. the Hon. David Li Kwok Po and Professor Poon Chung Kwong

*Executive Directors:* Mr. Alfred Chan Wing Kin and Mr. James Kwan Yuk Choi

