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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

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of The Hong Kong and China Gas Company Limited (the “Company”) will be held at Convention Hall (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 1st June 2026 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements for the financial year ended 31st December 2025 and the reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend.
3. To re-elect Directors.
4. 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.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Ordinary Resolutions

(I) “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 on The Stock Exchange of Hong Kong Limited 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 Shares in issue (excluding any treasury shares) 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 earliest 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.”

(II) **“THAT**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and 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 10 per cent of the total number of Shares in issue (excluding any treasury shares) as at the date of passing this Resolution (subject to adjustment in the case of subdivision and consolidation of Shares);
- (c) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than 10 per cent to the Benchmarked Price of such shares of the Company; and

(d) for the purpose of this Resolution:

“Benchmarked Price” (in the case of a proposed issue of shares of the Company) means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the 5 trading days immediately preceding the earliest of: (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company; (B) the date of the agreement involving the relevant proposed issue of shares of the Company; and (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

“Benchmarked Price” (in the case of a proposed sale of any treasury shares by the Company) means the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the trading day immediately prior to the relevant proposed sale of treasury shares by the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the 5 trading days immediately preceding the relevant proposed sale of treasury shares by the Company.

“Relevant Period” and “Shares” shall have the same meaning as assigned to them under Resolution 5(I) 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 5(II).

“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).

Any reference to an allotment, issue, grant or offer of, or dealing with, shares of the Company shall include a sale or transfer of treasury shares of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all applicable laws and regulations.”

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

Special Resolution

“THAT

- (a) the proposed amendments (the “Proposed Amendments”) to the existing articles of association of the Company (the “Existing Articles”), details of which are set out in Appendix III to the circular of the Company dated 29th April 2026, be and are hereby approved;
- (b) the new articles of association of the Company (the “New Articles”), which contain the Proposed Amendments and a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification, be and are hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles with immediate effect after the close of this meeting; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to effect and record the adoption of the New Articles.”

By Order of the Board
Elsa Wong Lai-kin
Company Secretary

Hong Kong, 29th April 2026

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.
- 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 form of proxy 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, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. In calculating the period mentioned for depositing the form of proxy, no account is to be taken of any part of a day that is a public holiday.
- 3. At the Annual General Meeting, the Chairman of the meeting will exercise his power under Article 70 of the Existing Articles to put each of the resolutions set out in the Notice of Annual General Meeting to the vote by way of poll.

4. The record date for ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting (or any adjournment thereof) will be Monday, 1st June 2026. 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 Wednesday, 27th May 2026 to Monday, 1st June 2026, 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 Tuesday, 26th May 2026 in order for the transferee to be entitled to attend and vote at the Annual General Meeting (or any adjournment thereof).
5. The record date for ascertaining shareholders' entitlement to the proposed final dividend will be Tuesday, 9th June 2026. For the purpose of determining shareholders who qualify for the proposed final dividend, the register of members of the Company will be closed from Friday, 5th June 2026 to Tuesday, 9th June 2026, 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, 4th June 2026 in order for the transferee to be entitled to the proposed final dividend.
6. If Resolution 2 above is approved, the final dividend will be payable on Thursday, 18th June 2026 to shareholders of the Company entitled thereto.
7. In the event that a tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by a super typhoon or other natural disaster of a substantial scale, or a black rainstorm warning signal is in force on the day of the Annual General Meeting, shareholders are suggested to visit the Company's website (www.towngas.com) for arrangements of the Annual General Meeting.

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

Non-executive Directors:

Dr. the Hon. Lee Ka-kit (*Chairman*)
Dr. Lee Ka-shing (*Chairman*)
Dr. Colin Lam Ko-yin
Prof. Andrew Fung Hau-chung

Independent Non-executive Directors:

Dr. the Hon. Sir David Li Kwok-po
Prof. the Hon. Poon Chung-kwong
Dr. the Hon. Moses Cheng Mo-chi
Prof. Anna Wong Wai-kwan

Executive Directors:

Mr. Peter Wong Wai-yee (*Managing Director*)
Mr. Yeung Lui-ming (*Chief Financial Officer*)
Mr. Chan Ying-lung (*Chief Investment Officer*)