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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this document or as to the action to be taken you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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

**NOTICE OF ANNUAL GENERAL MEETING  
PROPOSALS FOR  
GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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The notice convening the Annual General Meeting of The Hong Kong and China Gas Company Limited to be held in Hong Kong on Wednesday, 5th May 2004 at noon at which the above proposals will be considered is set out on pages 8 to 13. 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.

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8th April 2004

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## DEFINITIONS

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*In this document and the appendix 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, 5th May 2004 at noon, notice of which is set out on pages 8 to 13 of this document
“Articles of Association”	the articles of association of the Company as altered from time to time
“Board of Directors”	the board of directors of the Company
“Company”	The Hong Kong and China Gas Company Limited
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Ordinance”	Companies Ordinance (Cap. 32 of the Laws of Hong Kong)
“Record Date”	23rd April 2004, being the date for determination of entitlement to the final dividend
“Register”	the register of members of the Company
“Shareholders”	holders of Shares
“Shares”	shares of \$0.25 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“\$” or “cent”	Hong Kong dollars and cents respectively

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## LETTER FROM THE CHAIRMAN

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# THE HONG KONG AND CHINA GAS COMPANY LIMITED

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

*Directors:*

Dr. Lee Shau Kee, *Chairman* \*  
Mr. Liu Lit Man \*\*  
Mr. Leung Hay Man \*  
Dr. Lee Hon Chiu \*\*  
Mr. Colin Lam Ko Yin \*  
Dr. The Hon. David Li Kwok Po \*\*  
Mr. Ronald Chan Tat Hung  
Mr. Lee Ka Kit \*  
Mr. Alfred Chan Wing Kin  
Mr. James Kwan Yuk Choi  
Mr. Lee Ka Shing \*

*Registered Office:*

23rd Floor  
363 Java Road  
North Point  
Hong Kong

\* *non-executive director*

\*\* *independent non-executive director*

8th April 2004

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **1. INTRODUCTION**

In the announcement dated 11th March 2004 of the audited results of the Company for the year ended 31st December 2003, the Board of Directors proposed to renew general mandates granted to the Board of Directors to issue Shares and repurchase Shares, details of which are set out below. 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 the renewal of the general mandates and the amendments to the Articles of Association.

#### **2. CLOSURE OF REGISTER OF MEMBERS**

**The Register will be closed from Wednesday, 21st April 2004 to Friday, 23rd April 2004 (both days inclusive) in order to determine entitlements of Shareholders to the proposed final dividend for the financial year ended 31st December 2003. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 20th April 2004.**

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## LETTER FROM THE CHAIRMAN

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### 3. RE-ELECTION OF DIRECTORS

According to the Articles of Association, one-third of the non-executive directors of the Company are subject to retirement by rotation at every annual general meeting. Pursuant to Article 97 of the Articles of Association, Mr. Lam Ko Yin, Colin and Mr. Lee Ka Shing are due to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for reappointment. Neither Mr. Lam Ko Yin, Colin nor Mr. Lee Ka Shing has entered into any service contract with the Company. The details and brief biography of each of Mr. Lam Ko Yin, Colin and Mr. Lee Ka Shing are set out in the “Biographical Details of Directors” of the Company’s 2003 annual report.

### 4. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 29th April 2003, ordinary resolutions were passed to renew the general mandates to the Board of Directors (i) to repurchase, inter alia, 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; and (ii) to allot, issue and otherwise deal with Shares not exceeding 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on 29th April 2003 and the nominal amount (up to a maximum of 10 per cent of the aggregate nominal amount of the Company’s then issued share capital) of any Shares repurchased by the Company.

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

The Explanatory Statement required by the Listing Rules to be sent to Shareholders in connection with the proposed repurchase resolution is set out in the Appendix 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.

### 5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Stock Exchange has recently made certain amendments to the Listing Rules which came into effect on 31st March 2004. In principle, the amended provisions of the Listing Rules require, inter alia, the Articles of Association to conform with the following:

- (i) the minimum seven-day period for lodgment by shareholders of the notice to nominate a director shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting (paragraph 4(5) of Appendix 3 of the Listing Rules);

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## LETTER FROM THE CHAIRMAN

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- (ii) directors shall abstain from voting at the board meeting on any matter in which any of his associates has a material interest and are not to be counted towards the quorum of the relevant board meeting (paragraph 4(1) of Appendix 3 of the Listing Rules); and
- (iii) where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted (paragraph 14 of Appendix 3 of the Listing Rules).

In addition, the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong) was repealed on 1st April 2003 upon the commencement of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

To ensure compliance with the amended provisions of the Listing Rules and as a result of the commencement of the Securities and Futures Ordinance, a special resolution will be proposed at the Annual General Meeting to amend the Articles of Association.

A special resolution which requires not less than 75 per cent of the votes cast by the Shareholders attending and entitled to vote at the Annual General Meeting will be put forth as special business to be considered and approved by the Shareholders. Details relating to the proposed amendments to the Articles of Association are set out in Resolution 6(IV).

### **6. ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting to be held at the Pheasant Room, Mandarin Oriental Hotel, Hong Kong on Wednesday, 5th May 2004 at noon is set out on pages 8 to 13. At the Annual General Meeting, ordinary resolutions numbered 6(I), 6(II) and 6(III) and special resolution numbered 6(IV) will be proposed to approve the renewal of the general mandate for the repurchase of Shares, the renewal of the general mandate to allot, issue and otherwise deal with additional Shares and the amendments to the 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 Registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, 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 even if you have completed and sent in a proxy form.

Pursuant to Article 70 of the Articles of Association, a resolution put to the vote at any general 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 Ordinance, a poll may be demanded by:

- (a) the chairman of the general meeting; or

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## LETTER FROM THE CHAIRMAN

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- (b) at least three Shareholders present in person or by proxy and entitled to vote; or
- (c) any Shareholder or Shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the general meeting; or
- (d) any Shareholder or Shareholders present in person or by proxy and holding shares conferring a right to attend and vote at the general 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.

### 7. RECOMMENDATIONS

The Board of Directors believes that the general mandates to repurchase Shares and to issue new Shares and the amendments to the Articles of Association are in the interests of the Company and the Shareholders and accordingly recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
**Lee Shau Kee**  
*Chairman*

The following is the Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed general mandate for the repurchase of Shares and also constitutes the memorandum required under section 49BA of the Ordinance. References in this statement to “shares” means share(s) of all classes in the capital of the Company and includes shares of \$0.25 each and securities issued by the Company which carry a right to subscribe or purchase shares in the capital of the Company.

- (i) The resolution set out as Resolution 6(I) in the notice convening the Annual General Meeting which will be proposed as an ordinary resolution at that meeting, relates to the grant of a general mandate to Directors to repurchase 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 1st April 2004, being the latest practicable date prior to the printing of this document for determining such figure, the number of Shares in issue, was 5,643,651,988. On the basis of such figure and assuming there is no issue or repurchase of Shares prior to the date of Annual General Meeting, the Directors would be authorised to repurchase up to 564,365,198 Shares.
- (ii) The Directors believe that the ability to repurchase shares is in the best interests of the Company and its Shareholders.

Repurchases may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are seeking the grant of a general mandate to repurchase 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 repurchased on any occasion and the price and other terms upon which the same are repurchased at the relevant time having regard to the circumstances then pertaining.

- (iii) It is envisaged that any repurchase would be funded from the distributable profits of the Company.
- (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 year ended 31st December 2003) in the event that the proposed Share repurchases were to be carried out in full at any time during the proposed repurchase 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 their best knowledge) 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 granted.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong.



- (vii) As at 1st April 2004, being the latest practicable date prior to the printing of this document, Dr. Lee Shau Kee, the Chairman, beneficially owned 3,226,174 Shares personally (0.06 per cent of the total issued Shares). In addition, 2,157,017,776 Shares (38.22 per cent of the total issued Shares) were beneficially owned by a subsidiary of Henderson Development Limited (“HD”), Fu Sang Company Limited (“FS”) and some of the subsidiaries of Henderson Investment Limited (“HI”). Henderson Land Development Company Limited, a subsidiary of HD, beneficially owned more than 50 per cent of the issued shares of HI. 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 share capitals of HD and FS. Dr. Lee Shau Kee beneficially owned all the issued shares of Rimmer and Hopkins.
- (viii) Together with his personal Shareholding in the Company, Dr. Lee Shau Kee was interested in 2,160,243,950 Shares (38.28 per cent of the total issued Shares) as at 1st April 2004. If the repurchase mandate is exercised in full by the Company and assuming that Dr. Lee Shau Kee does not dispose of any of his Shares, his percentage Shareholding in the Company will amount to 42.53 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.
- (ix) The Company had not purchased any Shares in the six months immediately prior to the printing of this document.
- (x) No “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) has notified it of 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 granted by the Shareholders.

- (xi) The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months are as follows:

	<b>Highest</b>	<b>Lowest</b>
	(\$)	(\$)
March 2003	9.95	9.45
April 2003	9.80	9.10
May 2003	9.95	9.20
June 2003	10.10	9.75
July 2003	10.10	9.75
August 2003	10.55	9.95
September 2003	10.75	10.30
October 2003	10.80	10.40
November 2003	11.70	10.70
December 2003	11.95	11.20
January 2004	12.90	11.45
February 2004	13.55	12.50
March 2004	13.95	12.60

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

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## NOTICE OF ANNUAL GENERAL MEETING

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# THE HONG KONG AND CHINA GAS COMPANY LIMITED

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

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of The Hong Kong and China Gas Company Limited will be held in the Pheasant Room, Mandarin Oriental Hotel, Hong Kong on Wednesday, 5th May 2004 at noon for the following purposes:

1. To receive and consider the statement of accounts for the year ended 31st December 2003 and the reports of the Directors and Auditors thereon.
2. To declare a final dividend.
3. To re-elect Directors.
4. To re-appoint PricewaterhouseCoopers as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
5. To approve each Director's fee at the rate of HK\$130,000 per annum and in the case of the Chairman an additional fee at the rate of HK\$130,000 per annum.
6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions and a special resolution respectively:

### 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 purchase Shares be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 in general meeting;

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

(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 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 aggregate nominal amount of share capital 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 a Rights Issue, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; 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(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” construed as references to this Resolution 6(II); and

“Rights Issue” means an offer of shares 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (III) “**THAT** conditional upon the passing of Resolutions 6(I) and 6(II) 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(II) for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with shares in the capital of the Company and to make, issue or grant offers, agreements, options and warrants which might require the exercise of such powers be and is hereby extended by the addition to the total nominal amount of share capital 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 nominal amount of shares in the capital of the Company purchased by the Company pursuant to the exercise by the Directors of the Company in accordance with the said Resolution 6(I) of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

### Special Resolution

- (IV) “**THAT** the Articles of Association of the Company be and are hereby amended as follows:
- (a) in Article 69, by adding the words “the provisions of these Articles and” after the words “Subject to”;
  - (b) by adding the following as a new Article 79A after the existing Article 79:

“79A. Where any Member is, under the Rules Governing the Listing of Securities on the Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”
  - (c) in Article 81, by replacing the words “Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong)” with the words “Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)”;
  - (d) in Article 93, by replacing the words “not less than six and not more than twenty-eight clear days before” in paragraph (b) with the words “not earlier than the day after the despatch of the notice of the meeting and not later than seven days prior to”;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) in Article 105(G):
- (1) in the first paragraph, by replacing the words “person connected with him” with the words “of his associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange)”;
  - (2) by adding the words “or any of his associates” in the following places:
    - (A) in paragraph (i), after the words “the giving to him”;
    - (B) in paragraph (ii), after the words “for which he himself”;
    - (C) in paragraph (iii), after the words “in which offer the director”;
    - (D) in paragraph (iv), after the words “any contract in which he”;
    - (E) in paragraph (v), after the words “in which he”; and
    - (F) in paragraph (vii), after the words “under which he”;
  - (3) in paragraph (i), by adding the words “or any of them” after the words “money lent or obligations undertaken by him”;
  - (4) in paragraph (iii), by replacing the words “the director is to participate” with the words “any of them is to participate”;
  - (5) in paragraph (iv), by adding the words “or their” after the words “by virtue of his”;
  - (6) in paragraph (v), by replacing the word “owns” with the words “and any of his associates in aggregate own”;
  - (7) in paragraph (vi), by adding the words “, their associates” after the words “relates both to directors” and adding the words “, or any of his associates,” after the words “in respect of any director”; and
  - (8) in paragraph (vii), by adding the words “, or any of his associates,” after the words “does not accord to any director”;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (f) in Article 105(H):
- (1) in the first line, by replacing the word “owns” with the words “and any of his associates in aggregate own”;
  - (2) in the second line, by replacing the words “he is” with the words “they are”;
  - (3) in the third line, by replacing the word “holder” with the word “holders”;
  - (4) in the fourth line, by adding the words “(or of any third company through which the interest of the director or that of his associates is derived)” before the words “or of the voting rights”;
  - (5) in the fifth line, by replacing the word “Members” with the word “members”;
  - (6) in the sixth line, by adding the words “or any of his associates” after the words “held by the director”;
  - (7) in the seventh line, by replacing the words “he has” with the words “he and his associates have”;
  - (8) in the eighth line, by replacing the words “his interest” with the words “the interest of him and his associates”; and
  - (9) in the tenth line, by adding the words “or any of his associates” after the words “in which he”;
- (g) in Article 105(I), by replacing the word “owns” with the words “and any of his associates in aggregate own”; and
- (h) in Article 105(K), by replacing the word “Member” with the word “member”.

By Order of the Board

**RONALD T.H. CHAN**

*Executive Director & Company Secretary*

Hong Kong, 8th April 2004

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The Directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares or warrants.
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his 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 Registrars, Computershare Hong Kong Investor Services Limited, at 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, at least 48 hours before the time appointed for holding the meeting.
3. At the Annual General Meeting, the Chairman of the meeting will exercise his power under Article 70 of the Articles of Association to put each of the resolutions set out in the notice of the meeting to the vote by way of poll.
4. The register of members will be closed from Wednesday, 21st April 2004 to Friday, 23rd April 2004, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, at 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 20th April 2004.
5. If approved, the dividend will be payable on Thursday, 6th May 2004.