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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Our ref: CS/GL/L/08-04

23 May 2008

Securities & Exchange Commission  
Office of the International Corporate Finance  
Room 3094 Stop 3-6  
450 Fifth Street, NW  
Washington DC 20549  
U.S.A.

**BY REGISTERED MAIL**

Dear Sirs

**SUPPL**

**File No. 82-1543**

**The Hong Kong and China Gas Company Limited**

We have pleasure in submitting to you a copy of the announcement on 19 May 2008 in respect of the poll results of the Company's Annual General Meeting of 19 May 2008 for filing pursuant to Rule 12g3-2(b) of Securities Act of 1934.

Thank you for your attention.

Yours faithfully

**PROCESSED**

JUN 05 2008  
**THOMSON REUTERS**

Chan Wai Keung  
Head – Company Secretarial Department

WKC/pl

Encl

# THE HONG KONG AND CHINA GAS COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 3)

## ANNUAL GENERAL MEETING – 19TH MAY 2008

### POLL RESULTS

The Hong Kong and China Gas Company Limited (the “Company”) is pleased to announce the poll results in respect of the resolutions proposed at the Annual General Meeting of the Company held on 19th May 2008 (the “AGM”) as follows:

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To receive and consider the statement of accounts for the financial year ended 31st December 2007 and the reports of the Directors and Auditors thereon	3,637,171,974 (99.981599%)	669,402 (0.018401%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
2.	To declare a final dividend	3,743,930,783 (99.996111%)	145,624 (0.003889%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(I).	To re-elect Dr. The Hon. Lee Shau Kee as Director	3,279,587,091 (87.440931%)	471,044,391 (12.559069%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(II).	To re-elect Mr. Liu Lit Man as Director	3,701,463,467 (98.633632%)	51,276,246 (1.366368%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(III).	To re-elect Mr. Leung Hay Man as Director	3,314,671,566 (88.327280%)	438,043,978 (11.672720%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(IV).	To re-elect Mr. James Kwan Yuk Choi as Director	3,698,349,254 (98.566778%)	53,776,288 (1.433222%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
4.	To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration	3,742,478,765 (99.981778%)	682,072 (0.018222%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5(I).	To approve the issue of Bonus Shares	3,745,386,349 (99.910732%)	3,346,431 (0.089268%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5(II).	To approve the renewal of the general mandate to the Directors for repurchase of Shares	3,743,234,900 (99.989622%)	388,495 (0.010378%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5(III).	To approve the renewal of the general mandate to the Directors for the issue of additional Shares	2,861,299,883 (76.360483%)	885,795,182 (23.639517%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5(IV).	To authorise the Board of Directors to allot, issue or otherwise deal with additional Shares equal to the number of Shares repurchased under Resolution 5(II)	3,033,000,911 (81.060811%)	708,635,614 (18.939189%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

By Order of the Board  
**RONALD T.H. CHAN**

*Executive Director and Company Secretary*

Hong Kong, 19th May 2008

*Notes:*

1. The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM was 6,059,635,986 shares. None of these 6,059,635,986 shares were the shares entitling the holder to attend and vote only against the resolutions at the AGM.
2. Computershare Hong Kong Investor Services Limited, the Company's share registrar, was appointed as the scrutineer for the AGM.
3. No party has stated its intention in the shareholders' circular of the Company dated 24th April 2008 that it would vote against any resolution or that it would abstain from voting at the AGM.

*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. Liu Lit Man, Mr. Leung Hay Man and Dr. The Hon. David Li Kwok Po

*Executive Directors:*

Mr. Ronald Chan Tat Hung, Mr. Alfred Chan Wing Kin and Mr. James Kwan Yuk Choi



**Towngas**

The Hong Kong and China Gas Company Limited