



Towngas

The Hong Kong and China Gas Company Limited



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10 June 2009

Our ref: CS/GL/L/09-04

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

SEC
Mail Processing
Section

JUN 22 2009

BY REGISTERED MAIL

Dear Sirs

SUPL

File No. 82-1543

The Hong Kong and China Gas Company Limited

We have pleasure in submitting to you the following for filing pursuant to Rule 12g3-2(b) of Securities Act of 1934:-

- A copy of a Notice of Listing on The Stock Exchange of Hong Kong Limited in relation to US\$1,000,000,000 Medium Term Note Programme of HKCG (Finance) Limited which is unconditionally and irrevocably guaranteed by The Hong Kong and China Gas Company Limited.

Thank you for your attention.

Yours faithfully

Chan Wai Keung
Head – Company Secretarial Department

WKC/pl

Encl

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities. These materials are not for distribution, directly or indirectly, in or into the United States. Moreover, this announcement is not an offer of securities for sale in the United States. The Notes and the guarantee to be given by the Guarantor may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended. The Issuer does not intend to register any part of the proposed offering in the United States and there will be no public offer of securities in the United States. The securities described herein will be sold in accordance with all applicable laws and regulations.

**NOTICE OF LISTING ON
THE STOCK EXCHANGE OF HONG KONG LIMITED**

HKCG (FINANCE) LIMITED (the “Issuer”)
(Incorporated in Hong Kong under the Companies Ordinance)

US\$1,000,000,000 MEDIUM TERM NOTE PROGRAMME (the “Programme”)

unconditionally and irrevocably guaranteed by

THE HONG KONG AND CHINA GAS COMPANY LIMITED (the “Guarantor”)
(Incorporated in Hong Kong under the Companies Ordinance)
(Stock Code: 3)

Arrangers

**The Hongkong and Shanghai Banking Corporation Limited
Morgan Stanley & Co. International plc
The Royal Bank of Scotland plc**

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of the Programme, and for the listing of, and permission to deal in, the notes to be issued under the Programme within 12 months after 21 May 2009, as described in the Offering Circular to be dated 21 May 2009. The listing of the Programme is expected to become effective on 25 May 2009.

20 May 2009

As at the date of this announcement, the Board of the Guarantor 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. Liu Lit Man, Mr. Leung Hay Man and Dr. The Hon. David Li Kwok Po

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

As at the date of this announcement, the Board of the Issuer comprises Mr. Alfred Chan Wing Kin, Mr. James Kwan Yuk Choi, Mr. John Ho Hon Ming, Mr. Lo Wing Keung (alternate director to Mr. Alfred Chan Wing Kin) and Mr. Chan Wai Keung (alternate director to Mr. John Ho Hon Ming)

This announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Guarantor at www.towngas.com



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