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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)

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(2) APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that, with effect from 25th June 2024:

- (i) Professor Anna Wong Wai-kwan has been appointed as an Independent Non-executive Director and a member of each of the Board Audit and Risk Committee, Remuneration Committee, Nomination Committee and Board Environmental, Social and Governance Committee of the Company; and
- (ii) Mr. Chan Ying-lung, who is currently the Chief Investment Officer of the Company, has been appointed as an Executive Director of the Company.

Appointment of Independent Non-executive Director

The board (the “**Board**”) of directors (the “**Directors**”) of The Hong Kong and China Gas Company Limited (the “**Company**”, together with its subsidiaries collectively referred to as the “**Group**”) is pleased to announce that Professor Anna Wong Wai-kwan (“**Prof. Wong**”) has been appointed as an Independent Non-executive Director and a member of each of the Board Audit and Risk Committee, Remuneration Committee, Nomination Committee and Board Environmental, Social and Governance Committee of the Company with effect from 25th June 2024.

Professor Anna Wong Wai-kwan, *J.D., M.B.A., B.A.*, aged 65, is an Independent Non-executive Director of MTR Corporation Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (stock code: 0066.HK). She is a Professor of Practice in Finance at the Faculty of Business and Economics and the Program Director of the Bachelor of Finance (Asset Management and Private Banking) at The University of Hong Kong, where she teaches financial regulations, compliance and credit risk management. She is a non-executive director of the Insurance Authority, and a member of each of the Competition Commission, the Finance Committee of the Housing Authority, the Process Review Panel for the Accounting and Financial Reporting Council, the Human Capital Committee of the Financial Services Development Council and the Innovation and Technology Venture Fund Advisory Committee. Prof. Wong has extensive experience in banking and finance. She had worked in major financial institutions including Citigroup, HSBC, Credit Suisse, BNP Paribas and the Chase Manhattan Bank, covering work related to private banking, asset management, securities brokerage, corporate and commercial banking, credit and risk

management, and was an Independent Non-executive Director of Bank of China International Limited, the Head of Private Bank, Greater China at Credit Suisse and the CEO of HSBC Broking Services (Asia) Limited. Prof. Wong was previously a member of the Advisory Committee of the Securities and Futures Commission, a director of the Hong Kong Securities and Investment Institute and Hong Kong Securities Association Limited, as well as a member of the Investment Committee of The Hong Kong Polytechnic University. Save as disclosed above, Prof. Wong did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Prof. Wong is a Senior Fellow of Hong Kong Securities and Investment Institute and a Fellow of St John's College, The University of Hong Kong. She holds a Bachelor of Arts degree from The University of Hong Kong, a Master of Business Administration degree from The Chinese University of Hong Kong and a Juris Doctor degree from The University of Hong Kong.

As at the date of this announcement, Prof. Wong does not have any interest in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, Prof. Wong does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or hold any position with the Company or any of its subsidiaries.

As at the date of this announcement, Prof. Wong has not entered into nor proposes to enter into any service contracts which fall within the meaning of Rule 13.68 of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) requiring the prior approval of shareholders of the Company (“**Shareholders**”) at general meetings, with the Company. According to a letter of appointment made between Prof. Wong and the Company, she shall hold office for the initial period from 25th June 2024 until the first annual general meeting of the Company after her appointment whereupon she shall be eligible for re-election at that meeting, and shall thereafter be subject to the retirement by rotation and re-election provisions in accordance with the Articles of Association of the Company and the Listing Rules in force from time to time. Pursuant to such appointment letter, Prof. Wong shall receive a director's fee before taxation payable by the Company of HK\$250,000 per annum (until the Company in general meeting otherwise determines). She is also entitled to additional fees before taxation of HK\$250,000, HK\$100,000 and HK\$100,000 per annum for acting as a member of each of the Board Audit and Risk Committee, Remuneration Committee and Nomination Committee of the Company respectively to be paid by the Company, but there is no additional fee for acting as a member of the Board Environmental, Social and Governance Committee of the Company (until the Company in general meeting otherwise determines). The said director's fee and additional fees as members of the Board committees were determined with reference to the duties and responsibilities commensurate with the director's position with the Company, and such fees and any other remunerations from time to time will be subject to review by the Remuneration Committee of the Company.

So far as the Directors are aware, save as disclosed above, there are no other matters concerning Prof. Wong's appointment that need to be brought to the attention of the Shareholders. Save as disclosed above, Prof. Wong does not have any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Prof. Wong has confirmed (a) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Appointment of Executive Director

The Board is also pleased to announce that Mr. Chan Ying-lung (“**Mr. Chan**”), who is currently the Chief Investment Officer of the Company, has been appointed as an Executive Director of the Company with effect from 25th June 2024.

Mr. Chan Ying-lung, *MAppFin., BCom.*, aged 44, joined the Company as Chief Investment Officer in April 2021 and headed the Group Investment and Business Development Department. Mr. Chan holds directorships in several subsidiaries of the Company. He has been with Henderson (China) Investment Company Limited (“**Henderson (China)**”) as Investment Director/General Manager since November 2014. Henderson (China) is a subsidiary of Henderson Land Development Company Limited (a controlling shareholder of the Company and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 0012.HK)). He is primarily responsible for reporting to its Group Chairman and reporting on all matters regarding (non-property) business strategy and development. Mr. Chan was an Independent Non-executive Director of China Harmony Auto Holding Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3836.HK). He previously worked as an investment team head in private equity at China Merchants Securities (HK) Co., Limited, a vice president at CCB International Asset Management Limited and a research analyst at China Everbright Research Limited respectively. He has more than 20 years of professional experience in investments and research. Save as disclosed above, Mr. Chan did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong and overseas.

Mr. Chan holds a Master degree in Applied Finance from Monash University in Australia as well as a Bachelor degree in Commerce from the University of Melbourne.

As at the date of this announcement, Mr. Chan has personal interest of 1,800,000 shares of Towngas Smart Energy Company Limited (“**Towngas Smart Energy**”, an associated corporation of the Company) (representing approximately 0.05% of the issued shares of Towngas Smart Energy), and has interest in 900,000 underlying shares of Towngas Smart Energy pursuant to share options granted under the share option scheme of Towngas Smart Energy entitling him to subscribe for 900,000 shares of Towngas Smart Energy (representing approximately 0.03% of the issued shares of Towngas Smart Energy) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(“**SFO**”). In addition, Mr. Chan has personal interest in 61,818 underlying shares of EcoCeres, Inc. (“**EcoCeres**”, an associated corporation of the Company), pursuant to share options granted under the share option scheme of EcoCeres entitling him to subscribe for 61,818 shares of EcoCeres (representing approximately 0.53% of the issued shares of EcoCeres) by virtue of Part XV of the SFO. Save as disclosed herein, Mr. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or hold any position with the Company or any of its subsidiaries.

As at the date of this announcement, Mr. Chan has not entered into nor proposes to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company. According to a letter of appointment made between Mr. Chan and the Company, Mr. Chan shall hold office for the initial period from 25th June 2024 until the first annual general meeting of the Company after his appointment whereupon he shall be eligible for re-election at that meeting, and shall thereafter be subject to the retirement by rotation and re-election provisions in accordance with the Articles of Association of the Company and the Listing Rules in force from time to time. Pursuant to such appointment letter, Mr. Chan shall receive a director’s fee before taxation payable by the Company of HK\$250,000 per annum (until the Company in general meeting otherwise determines) and other remunerations before taxation including basic salaries and

other benefits of about HK\$6,600,000 per annum to be paid by the Company. The remuneration payable to Mr. Chan was determined having regard to his qualifications and experience, and the level of responsibilities to be undertaken by him as Executive Director and Chief Investment Officer. The director's fee payable to Mr. Chan was determined with reference to the duties and responsibilities commensurate with the director's position with the Company. His other remunerations and discretionary bonus (if any) shall be determined by the Remuneration Committee of the Company from time to time with reference to his performance and contributions to the Group.

So far as the Directors are aware, save as disclosed above, there are no other matters concerning Mr. Chan's appointment that need to be brought to the attention of the Shareholders. Save as disclosed above, Mr. Chan does not have any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warm welcome to Prof. Wong and Mr. Chan for joining the Board.

By Order of the Board
Peter Wong Wai-yee
Managing Director

Hong Kong, 25th June 2024

As at the date of this announcement, the Board comprises:

Non-executive Directors: Dr. Lee Ka-kit (Chairman), Dr. Lee Ka-shing (Chairman),
Dr. Colin Lam Ko-yin and Mr. 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 and
Prof. Anna Wong Wai-kwan

Executive Directors: Mr. Peter Wong Wai-yee, Mr. Yeung Lui-ming and
Mr. Chan Ying-lung

