

BOARD OF DIRECTORS



Kwan Yuk Choi,
James

Kee Wai Ngai,
Martin

Chan Wing Kin,
Alfred

Wong Wai Yee,
Peter

Cheng Mo Chi,
Moses

Ho Hon Ming,
John

Li Man Bun,
Brian David

Mr. Chan Wing Kin, Alfred, *B.B.S., C.Eng., F.H.K.I.E., F.I.Mech.E., F.I.G.E.M., F.E.I., M.Sc.(Eng), B.Sc.(Eng)*, aged 65, has been the Chairman and an Executive Director of the Company since 1 March 2007. Mr. Chan is the Managing Director of HKCG (a public listed company in Hong Kong and the controlling shareholder of the Company) and holds directorships in various subsidiaries of HKCG. He is also the Vice Chairman of Shenzhen Gas Corporation Ltd., which is a listed company on the Shanghai Stock Exchange. Mr. Chan is the Chairman of The Hong Kong Management Association and a Vice Chairman of China Gas Association. He was appointed as a Member of the Standing Committee on Judicial Salaries and Conditions of Service by the Government of the Hong Kong Special Administrative Region for two years with effect from 1 January 2016. Mr. Chan received the Executive Award under the DHL/SCMP Hong Kong Business Awards 2005, the Director of the Year Awards – Listed Companies (SEHK – Hang Seng Index Constituents) Executive Directors from The Hong Kong Institute of Directors in 2006,

the Leadership Award in Gas Industry Award 2015 from the Institution of Gas Engineers & Managers and the Energy and Utilities Alliance of the United Kingdom, and was named as one of “The 100 Best-Performing CEOs in the World” by Harvard Business Review in 2015. He was conferred as an Honorary Fellowship by The Hong Kong Institute of Education in April 2016. Mr. Chan is a Chartered Engineer, Fellow of The Hong Kong Institution of Engineers; Fellow of The Institution of Mechanical Engineers, Fellow of the Institution of Gas Engineers & Managers and Fellow of The Energy Institute of the United Kingdom.

Mr. Wong Wai Yee, Peter, *C.P.A.(CANADA), C.M.A., A.C.I.S., A.C.S., F.I.G.E.M., F.H.K.I.o.D., M.B.A.*, aged 64, has been an Executive Director and the Chief Executive Officer of the Company since 1 March 2007. Mr. Wong is also an Executive Director and Chief Operating Officer – Utilities Business of HKCG (a public listed company in Hong Kong and the controlling shareholder of the Company). Mr. Wong also holds directorships in various subsidiaries of HKCG. He is a director of Shenzhen Gas Corporation Ltd., which is a listed company on the Shanghai Stock Exchange. Mr. Wong was named consecutively as one of “The Best CEO of Chinese Listed Companies” by Forbes in 2012 and 2013. He is a chartered professional accountant of Canada and a chartered company secretary both in Hong Kong and the United Kingdom. Mr. Wong is a Fellow of the Institution of Gas Engineers & Managers of the United Kingdom. He completed the Advanced Management Program from Harvard Business School in the United States. Mr. Wong was formerly a director of the Certified Management Accountants Society of British Columbia, Canada and the president of its Hong Kong branch. He is a member of the Advisory Board of the Department of Accounting of Hong Kong Shue Yan University. Mr. Wong has over 39 years of experience in corporate finance, management and international working experience.

Mr. Ho Hon Ming, John, *F.C.A., F.C.P.A., F.H.K.I.o.D., B.A.(Hons.)*, aged 59, has been an Executive Director and the Company Secretary of the Company since 1 March 2007. Mr. Ho is the chief financial officer and the company secretary of HKCG (a public listed company in Hong Kong and the controlling shareholder of the Company) and holds directorships in various subsidiaries of HKCG. He is a director of Changchun Gas Co., Ltd. and Shenzhen Gas Corporation Ltd., both are listed companies on the Shanghai Stock Exchange. Mr. Ho is a General Committee member of the Chamber of Hong Kong Listed Companies and a member of the Taxation Committee of the Hong Kong General Chamber of Commerce. He is a Fellow of the Institute of Chartered Accountants in England and Wales and also a Fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Ho completed the Advanced Management Program from Harvard Business School in the United States. Mr. Ho has over 37 years of experience in accounting, corporate finance and investment.

Mr. Kee Wai Ngai, Martin, *C.Eng., M.I.G.E.M., M.B.A., B.Sc.(Eng)*, aged 49. Mr. Kee graduated from the Department of Engineering, The University of Hong Kong and holds a master degree in Business Administration. He joined the Engineering Department of HKCG (a public listed company in Hong Kong and the controlling shareholder of the Company) in 1990, and has been participating in HKCG’s business development in the Mainland since 1994. In 2003, Mr. Kee was appointed as the general manager of Changzhou Hong Kong and China Gas Company Limited. He has become the general manager of Nanjing Hong Kong and China Gas Company Limited since October 2006, and was appointed as the senior vice president in February 2009, responsible for the overall operation and management of the gas project companies in Jiangsu region, and was further responsible for managing the gas project companies in Anhui region in April 2012. He was then appointed as the executive vice president in October 2012, responsible for the operation and management of the gas project companies in Jiangsu, Anhui and Zhejiang regions, and is also in charge of the operation and management of the gas project companies in the southwest and Jiangxi regions starting from April 2015. He is a director of Nanjing Zhongbei (Group) Co., Ltd., which is a listed company on the Shenzhen Stock Exchange. Mr. Kee is a member of the 13th Nanjing Committee and previously a member of the 11th and 12th Changzhou Committee of the Chinese People’s Political Consultative Conference.

BOARD OF DIRECTORS

Dr. Cheng Mo Chi, Moses, *GBS, OBE, JP*, aged 66, has been an Independent Non-Executive Director since 23 May 2007 and is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Dr. Cheng is a practising solicitor and the consultant of Messrs. P.C. Woo & Co. after serving as its senior partner from 1994 to 2015. Dr. Cheng was a member of the Legislative Council of Hong Kong. He is the founder chairman of the Hong Kong Institute of Directors of which he is now the Honorary President and Chairman Emeritus. Dr. Cheng serves as a member of the National Committee of the Chinese People's Political Consultative Conference, the Chairman of the Process Review Panel for the Securities and Futures Commission and the Chairman of the Insurance Authority. Dr. Cheng currently holds directorships in China Mobile Limited, China Resources Beer (Holdings) Company Limited (formerly known as China Resources Enterprise, Limited), Guangdong Investment Limited, Kader Holdings Company Limited, K. Wah International Holdings Limited, Liu Chong Hing Investment Limited and Tian An China Investments Company Limited, all being public listed companies in Hong Kong. He is also an independent non-executive director of ARA Asset Management Limited, a company whose shares are listed on the Singapore Stock Exchange. His other directorship in public listed company in the last 3 years includes Hong Kong Television Network Limited (formerly known as City Telecom (H.K.) Limited).

Mr. Li Man Bun, Brian David, *JP, FCA, MBA, MA (Cantab)*, aged 41, has been an Independent Non-Executive Director since 23 May 2007 and is the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Li is also an Executive Director & Deputy Chief Executive of The Bank of East Asia, Limited ("BEA") (a listed company on the Hong Kong Stock Exchange). He was General Manager & Head of Wealth Management Division of BEA from July 2004 to March 2009. He was appointed Deputy Chief Executive of BEA in April 2009 in which capacity he is primarily responsible for BEA's China and international businesses. He is also an independent non-executive director of Hopewell Highway Infrastructure Limited and China Overseas Land & Investment Limited, both of which are listed companies on the Hong Kong Stock Exchange. Mr. Li currently holds a number of public and honorary positions, including being a member of the Twelfth National Committee of the Chinese People's Political Consultative Conference, a member of the Advisory Committee of the Securities and Futures Commission of Hong Kong, Chairman of the Traffic Accident Victims Assistance Advisory Committee of the Government of the Hong Kong Special Administrative Region ("HKSARG"), a member of the HKSARG Small and Medium Enterprises Committee, a member of the HKSARG Aviation Development and Three-runway System Advisory Committee, a member of Market Development Committee, Financial Services Development Council of the HKSARG, a member of the Hong Kong-Europe Business Council, a member of the Hong Kong-Taiwan Business Co-operation Committee, a member of Asian Financial Forum 2016 Steering Committee, a Committee member of the Hong Kong Chapter, the Institute of Chartered Accountants in England and Wales ("ICAEW"), a member of the Inaugural Financial Consulting Committee for Authority of Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen, and a Council Member of The Hong Kong Management Association. Mr. Li is a Fellow of the Hong Kong Institute of Certified Public Accountants and a Full Member of the Treasury Markets Association. Mr. Li is also a Fellow of the ICAEW. He holds an MBA degree from Stanford University as well as MA and BA degrees from the University of Cambridge.

Mr. Kwan Yuk Choi, James, J.P., R.P.E.(Gas), C.Eng., Hon.F.H.K.I.E., F.I.G.E.M., F.I.Mech.E., F.E.I., F.C.I.B.S.E., M.B.A., B.Sc.(Eng), aged 64, was appointed as an Executive Director of the Company in 2007 and was re-designated as a Non-Executive Director of the Company with effect from 1 February 2013. He was re-designated as an Independent Non-Executive Director and appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company with effect from 29 May 2015. Mr. Kwan is also an independent non-executive director of MTR Corporation Limited, a public listed company in Hong Kong. He was awarded an Honorary Fellowship by The Hong Kong University of Science and Technology in 2011. He was the President of The Institution of Gas Engineers (currently known as The Institution of Gas Engineers & Managers) in the United Kingdom in 2000/2001 and The Hong Kong Institution of Engineers in 2004/2005. Mr. Kwan was also a former member of the Construction Industry Council, the Transport Advisory Committee, the Vocational Training Council and the Standing Committee on Disciplined Services Salaries and Conditions of Service of the Hong Kong Special Administrative Region. Mr. Kwan is a Registered Professional Engineer (Gas), a Chartered Engineer, Honorary Fellow of The Hong Kong Institution of Engineers, Fellow of The Institution of Mechanical Engineers, Fellow of The Institution of Gas Engineers & Managers, Fellow of The Energy Institute and Fellow of Chartered Institution of Building Services Engineers of the United Kingdom. His other directorship in public listed company in the last 3 years includes Shenzhen Gas Corporation Ltd., which is a listed company on the Shanghai Stock Exchange.

Notes:

1. The interests of Directors of the Company, if any, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as at 31 December 2015 are disclosed in the section headed "Directors' Interests or Short Positions in Shares, Underlying Shares and Debentures" in the "Report of the Directors" of this Annual Report.
2. Save as disclosed in the Directors' respective biographical details under the "Board of Directors" section, the Directors (a) have not held any directorships in other public listed companies, whether in Hong Kong or overseas, during the last three years; and (b) do not have any other relationships with any Directors, senior management or substantial or controlling shareholders of the Company.
3. The current amounts of Directors' fees have been recommended by the Remuneration Committee and approved by the Board with reference to market rates, directors' workload and required commitment. The details of the emoluments of the Directors on a named basis are disclosed in note 12 to the consolidated financial statements.
4. The current term of office of Dr. Cheng Mo Chi, Moses and Mr. Li Man Bun, Brian David, each an Independent Non-Executive Director, shall expire on 22 May 2016 and the Company has on 17 March 2016 entered into a letter of appointment with them for a term of 3 years commencing on 23 May 2016. The term of office of Mr. Kwan Yuk Choi, James, an Independent Non-Executive Director, shall expire at the conclusion of the Company's annual general meeting (the "AGM") in 2016. It is proposed to re-elect Mr. Kwan Yuk Choi, James as an Independent Non-Executive Director for a term of 3 years commencing on the date of 2016 AGM. Their respective terms of office are subject to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the provisions of the Company's memorandum and the articles of association (the "Articles") in force from time to time, including but not limited to, the requirements for retirement, rotation and vacation of office of directors as set forth in the Articles. Accordingly, each Director is required to retire by rotation once every three years and that not less than one-third (or the number nearest to one-third) of the existing Directors shall retire from office every year at the AGM. A Director's specific term of appointment, therefore, cannot exceed three years. Every retiring Director shall be eligible for re-election at the AGM.
5. The Company published an announcement on 28 October 2015 setting out the information relating to a notice issued by the Jilin Bureau of the China Securities Regulatory Commission to an associate of the Company of which an Executive Director is a director.