

June 6, 2003

To Those Shareholders with Voting Rights

Hideharu Uehara
President, Representative Director
Tokyo Gas Co., Ltd.
5-20, Kaigan 1-chome, Minato-ku,
Tokyo 105-8527, Japan

NOTICE OF THE 203rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby inform you of the 203rd Ordinary General Meeting of Shareholders of Tokyo Gas Co., Ltd. (hereinafter, “We” or “the Company”), to be held as described below:

- 1. Date: 10 a.m., Friday, June 27, 2003**
- 2. Location: Tokyo Gas Building, Large Conference Room (2F)
5-20, Kaigan 1-chome, Minato-ku, Tokyo**

If you are unable to attend the meeting, please read the attached documents and return the Exercise of Voting Rights Form with your selections marked and registered seal affixed.

For those attending, please present the enclosed Exercise of Voting Rights Form at the reception desk upon arrival at the meeting.

3. Agenda of the Meeting:

Matters to report:

Balance Sheet as of March 31, 2003 and Statement of Income and Unappropriated Retained Earnings and the Business Report for the 203rd Fiscal Term (from April 1, 2002 to March 31, 2003)

Matters to resolve:

- Proposal No. 1: Approval of the Proposed Appropriation of Unappropriated Retained Earnings for the 203rd Fiscal Term
- Proposal No. 2: Proposed Partial Amendments to the Articles of Incorporation
- Proposal No. 3: Acquisition of the Company’s Own Stock

- Proposal No. 4: Election of Twelve (12) New Directors
- Proposal No. 5: Election of One (1) New Corporate Auditor
- Proposal No. 6: Payments of Retirement Bonuses to a Retired Director and Retiring Corporate Auditors

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Business Report

(From April 1, 2002 to March 31, 2003)

I. REVIEW OF OPERATIONS

1. Business Conditions and Results of Operations

(1) Operating Activities

General business conditions in Japan remained harsh during fiscal 2002 (the year ended March 31, 2003), as employment and income uncertainties resulted in depressed consumer spending amid persistent deflationary trends. The Company continued to do its utmost to expand the use of city gas to counter these adverse economic conditions.

A review of results by operating segment follows.

Gas Sales

Total customer numbers rose by 200,000 over fiscal 2001, to 9,244,000 as of March 31, 2003. Gas sales volume increased 13.5% year-on-year to 10,463,828 thousand m³. Gas sales volume for residential use grew by 5.9% to 3,254,196 thousand m³, boosted by increased numbers of residential customers, the continued spread of gas appliances as a result of our marketing efforts, and increased demand related to water-heating and air-conditioning systems due to lower average temperatures in fiscal 2002 than in the previous year. Gas sales volume for business use (commercial, public-sector and medical facilities) expanded 9.6% over the previous fiscal year to 2,503,453 thousand m³, as a result of our efforts to promote demand for gas-powered air-conditioning systems to buildings as core products that are both eco-friendly and capable of equalizing electric power load. Gas sales volume for industrial use jumped 23.6% to 3,598,676 thousand m³, as we focused sales efforts on promoting the eco-friendly profile of natural gas and leveraged our engineering capabilities. Most of this rise in industrial demand was related to electric power generation. Wholesale gas sales volume increased 16.5% to 1,107,503 thousand m³, due to increased demand from other gas utilities and successful efforts to secure new wholesale customers.

Driven by higher gas sales volumes, total net sales in the Gas Sales segment increased relative to the previous year by ¥41,731 million, or 5.6%, to ¥785,079 million.

Related Constructions

Related constructions undertaken during fiscal 2002 included 285,000 new installations and 71,000 capacity expansion projects. Revenues from engineering works declined slightly compared with fiscal 2001. Segment net sales fell 2.1% year-on-year to ¥64,176 million.

Gas Appliances Sales

We develop and market gas cooking, water-heating and air-conditioning appliances that boast a high level of safety and also excel in terms of their comfort, convenience, environmental and economic benefits. Total net sales in the Gas Appliances segment were 5.6% lower than the previous year, at ¥121,597 million.

Other

Net sales from other businesses fell 42.8% year-on-year to ¥20,887 million. This was principally due to the spin-off in July 2002 of Energy Advance Co., Ltd., a wholly owned subsidiary that is involved in three main business areas: provision of energy services; district energy supply service; and the installation and maintenance of co-generation systems.

(2) Sales and Income

Total net sales from gas sales and the three other operating segments (related constructions, gas appliances sales and other businesses) reached ¥992,236 million, an increase of 1.8% compared with the previous year. Cost reductions implemented across the entire business helped to offset higher feedstock costs arising from expanded gas sales volumes. Net income for the year amounted to ¥53,633 million.

(3) Capital Expenditures

Total capital expenditures for the year amounted to ¥93,770 million. Among the major production facilities under construction in fiscal 2002 was an underground LNG (liquefied natural gas) storage tank at the Ohgishima LNG Terminal. Including the Second Johso Line (linking the prefectures of Ibaraki and Chiba) and the Yokohama-Shonan Line that were completed during the year, the total length of the pipeline network was extended by 785 km during fiscal 2002, to 49,431 km as of March 31, 2003. Elements of the distribution infrastructure still under construction include the Kumagaya-Sano Line, the Chuo Line, and the Tochigi Line.

(4) Financing Activities

The Company issued ¥20,000 million in new straight bonds during fiscal 2002. The year-end outstanding balance of straight bonds fell by ¥24,210 million relative to the previous year-end as a result of several offsetting factors. These included: bond redemptions, which totaled ¥14,810 million; the assignment by the Company of bond obligations totaling ¥10,000 million to banks following the agreement of debt assumption contracts; the purchase and cancellation of liabilities worth ¥5,600 million; and the transfer of debt obligations totaling ¥13,800 million to a subsidiary following its spin-off. The year-end outstanding balance of convertible bonds fell by ¥1,440 million relative to the previous year-end, as a result of the purchase and cancellation of ¥1,438 million of such bonds, together with equity conversions totaling ¥2 million. Borrowings declined by ¥7,917 million year-on-year, while the outstanding balance of commercial paper fell by ¥12,000 million. As a result of the above, total interest-bearing debts decreased by ¥45,568 million compared with the previous fiscal year-end, to ¥560,047 million.

(5) Prospective Challenges

Progress on the deregulatory front is contributing to escalating competition in Japanese energy markets, both among gas suppliers and between gas and electric utilities. On the other hand, deregulation is also promoting the emergence of new, more highly integrated markets within the energy-related field that promise to bring together electricity, gas and other utilities, as well as various energy and household. We believe these moves will greatly expand the range of business opportunities available.

In October 2002, we formulated “Frontier 2007,” a new medium-term consolidated business plan that covers the five-year period of fiscal 2003–7. This plan aims to respond to major ongoing changes in the business environment by promoting company growth and development at the consolidated level, centering on our core field of expertise in energy supply and related services. The Frontier 2007 plan lays out four key strategic themes for our ongoing development: business model reform; creation of a consolidated group management system; expansion of businesses in the energy-related field; and strengthening of company structures.

Business model reform means shifting away from our existing business model, which has revolved exclusively around gas supply, to one that repositions the Company as an energy enterprise that can supply both energy and related value-added services, with group operations spanning all parts of the resulting energy value chain. With the creation of a consolidated group management system, the objective is to foster an organization that can maximize the value offered to customers by services offered across the group. This will necessitate integrated management of the parent company with all subsidiaries and affiliates so that the new business model can be realized. Expansion of businesses in the energy-related field entails the development of operations envisaged in the adoption of the new business model. These span electric power generation, energy services, upstream operations and transportation, overseas operations, and new services targeted at households. Finally, the strengthening of company structures refers to the creation, as a necessary precondition of business model reform, of a maximally competitive enterprise.

The Company aims to generate sustained growth at the consolidated level through the steady implementation of the Frontier 2007 plan, through which we will establish ourselves as one of the pioneer energy enterprises in Japan, operating on the frontiers of the emerging energy-related market and focused chiefly on the Kanto region around Tokyo. The Company also aims to earn the abiding trust of its customers, shareholders, and the rest of society as a corporate group. Management hopes that shareholders will grant us their continued understanding and support as we implement these policies.

2. Changes in Operating Results and Assets

Millions of yen

Fiscal year ended March 31	2000 (200th fiscal term)	2001 (201st fiscal term)	2002 (202nd fiscal term)	2003 (203rd fiscal term)
Net Sales	869,939	965,619	974,566	992,236
Ordinary Income	34,929	58,542	72,249	79,680
Net Income	22,395	27,400	48,451	53,633
Earnings per Share (Yen)	7.97	9.75	17.24	19.19
Total Assets	1,493,699	1,490,157	1,411,444	1,381,359
Stockholders' Equity	443,363	508,185	517,070	528,264

Notes: 1. The new accounting standard for financial instruments is effective from the 201st fiscal term.
2. Earnings per share for the 203rd fiscal term is calculated in accordance with the “Accounting Standard for Earnings per Share.”

200th Fiscal Term Ended March 31, 2000

Despite a 3.2% increase in gas sales volume, an adjustment of unit charges based on the gas feedstock cost adjustment system had an offsetting negative impact, reducing gas net sales by 0.4%. Notwithstanding far-reaching management efforts to cut various costs, ordinary income decreased by ¥1,476 million, or 4.1%, from the previous year mainly due to a 10.8% rise in feedstock costs, which reflected higher crude oil prices.

201st Fiscal Term Ended March 31, 2001

Despite the negative effects of a reduction in the gas tariff, a 5.4% increase in net gas sales and an adjustment in unit charges based on the gas feedstock cost adjustment system had a favorable impact, increasing net gas sales by 10.3%. Despite the rise in feedstock costs reflecting the higher prices of crude oil, ordinary income increased by ¥23,613 million, or 67.6%, from the previous year as a result of the implementation of cost-cutting measures.

202nd Fiscal Term Ended March 31, 2002

Net gas sales increased by 1.3%, as the favorable impact of a 3.9% rise in net gas sales and an adjustment in unit charges based on the gas feedstock cost adjustment system offset the effects of a reduction in the gas tariff. Despite an increase in feedstock costs, which were boosted by a net fall in the value of the yen, lower depreciation expenses and company-wide cost-cutting efforts resulted in an increase in ordinary income of ¥13,707 million, or 23.4%, relative to the previous year.

203rd Fiscal Term Ended March 31, 2003

Operating results for the 203rd fiscal term are given above in I.1. “Business Conditions and Results of Operations.”

II. CURRENT STATUS OF THE COMPANY (As of March 31, 2003)

1. Principal Business Activities

- (1) Production, supply and sale of city gas
- (2) Manufacture and sale of gas appliances and related engineering works

2. Shares

- (1) Number of shares authorized to be issued 6,500,000,000 shares
- (2) Number of shares issued 2,810,171,295 shares

Note: The Company issued 5,898 shares during the fiscal year through the conversion of convertible bonds to the Company's common shares.

- (3) Number of shareholders 190,019
- (4) Major shareholders

Name	Investment in the Company		Investment by the Company in these shareholders	
	Number of shares held (Thousand)	Percentage of voting rights (%)	Number of shares held (Thousand)	Percentage of voting rights (%)
Japan Trustee Services Bank, Ltd. (Trust Account)	159,278	5.78	0	0
The Master Trust Bank of Japan, Ltd. (Trust Account)	159,246	5.78	0	0
Nippon Life Insurance Company	151,518	5.50	0	0
The Dai-Ichi Mutual Life Insurance Company	135,964	4.94	0	0
Fukuoka Mutual Life Insurance Company	78,504	2.85	0	0
State Street Bank and Trust Company	46,316	1.68	0	0
Employees Shareholding Association	43,073	1.56	0	0
Mizuho Corporate Bank, Ltd.	43,000	1.56	0	0
Mitsubishi Corporation	42,959	1.56	4,756	0.31
Boston Safe Deposit BSDT Treaty Clients Omnibus	40,925	1.49	0	0

Notes: 1. Mizuho Corporate Bank, Ltd. was formed on April 1, 2002 after the merger and subsequent reorganization of The Dai-Ichi Kangyo Bank, Ltd., The Industrial Bank of Japan, Ltd., and The Fuji Bank, Ltd.

2. The Company owns a total of 24,000 shares in Mizuho Financial Group, Inc., the holding company of Mizuho Corporate Bank, Ltd. This shareholding is composed of 20,000 ordinary shares (equivalent to a 0.21% of voting rights) and 4,000 preference shares (which are not accorded any voting rights).

(5) Acquisition, disposition and holding of treasury stock

1) Acquisition of shares

Acquisitions based on the resolution in accordance with Article 210-1 of the Japanese Commercial Code

Common stock: 29,733,000 shares

Total value of acquisitions: ¥9,999,809,000

Acquisition of shares through purchases of shares of less than a unit (*tangen*) (including all fractional shares)

Common stock: 2,174,100 shares

Total value of acquisitions: ¥767,867,125

2) Disposition of shares

None

3) Shares owned by the Company as of the balance sheet date

Common stock: 32,173,308 shares

3. Status of Important Business Combinations

Major Subsidiaries

Millions of yen

Company	Capital (¥ Million)	Percentage of voting rights (%)	Business
Tokyo Gas Urban Development Co., Ltd.	8,779	100.00	Real estate leasing, management and brokerage
ENERGY ADVANCE Co., Ltd.	3,000	100.00	Energy service business
Gaster Co., Ltd.	2,450	66.67	Manufacture and sale of gas appliances
KANPAI Co., Ltd.	1,300	100.00 (13.00)	Design and construction of gas pipelines, water supply and sewage pipes, air-conditioning systems
Tokyo LNG Tanker Co., Ltd.	1,200	100.00	Leasing of tankers, delivery of LNG/LPG
Tokyo Gas Energy Co., Ltd.	1,000	100.00 (11.50)	Sale of LNG and coke
Tokyo Gas Chemicals Co., Ltd.	1,000	100.00 (17.70)	Sale of industrial gas and tar products
Park Tower Hotel Co., Ltd.	1,000	100.00 (100.00)	Hotel operation
Tokyo Oxygen and Nitrogen Co., Ltd.	800	54.00 (54.00)	Manufacture and sale of liquefied oxygen/nitrogen
Chiba Gas Co., Ltd.	480	99.94	Gas distribution
TG Credit Services Co., Ltd.	450	100.00	Leasing and credit administration in connection with gas appliances and construction
TG Information Network Co., Ltd.	400	100.00	System integration services
Tsukuba Gakuen Gas Co., Ltd.	280	100.00	Gas distribution
TG Enterprise Co., Ltd.	200	100.00	Intragroup financing services
Tokyo Gas Engineering Co., Ltd.	100	100.00	Comprehensive engineering services with a focus on energy-related works
TG•IT Service Co., Ltd.	50	100.00	Intragroup system and network services
Tokyo Gas Customer Service Co., Ltd.	50	100.00	Periodic safety check, billing and meter reading operations
KANPAI LIVING SERVICE Co., Ltd.	50	100.00 (100.00)	Sale of gas appliances

Note: Figures shown in parentheses in the "Percentage of voting rights" columns indicate portions of the Company's voting rights owned by subsidiaries of the Company.

ENERGY ADVANCE Co., Ltd. was established on July 1, 2002 through a spin-off from the Company.

TG•IT Service Co., Ltd. was established on July 1, 2002 through a spin-off from TG Information Network Co., Ltd.

Tokyo Gas Customer Service Co., Ltd. was established on April 1, 2002.

KANPAI LIVING SERVICE Co., Ltd. was established on July 1, 2002 through a spin-off from KANPAI Co., Ltd.

Total net sales of the above 18 major subsidiaries were ¥270,731 million, and their total net income was ¥7,140 million.

4. Major Creditors

Creditor	Balance of borrowings (¥ Million)	Stockholding by creditors	
		Number of shares held (Thousand)	Percentage of voting rights (%)
Japan Policy Investment Bank	64,841	0	0
Government Pension Investment Fund	4,509	0	0
Mizuho Corporate Bank, Ltd.	3,712	43,000	1.56
The Mitsubishi Trust & Banking Corp.	3,100	6,680	0.24
The Chuo Mitsui Trust and Banking Company, Ltd.	2,514	0	0
Shinsei Bank, Ltd.	2,364	0	0
Nippon Life Insurance Co.	1,300	15,518	5.50
Bank of Tokyo Mitsubishi, Ltd.	1,274	17,609	0.64
Sumitomo Mitsui Banking Corporation	1,274	11,953	0.43
The Sumitomo Trust & Banking Co., Ltd.	1,022	1,309	0.05

5. Employees

Number of employees (Change from previous year)	Average age (Years)	Average service years
11,338 (-629)	44.6	20.4

Note: "Employees" refers to permanent full-time staff and does not include workers on loan and part-time staff.

6. Principal Establishments

Head office (Minato-ku, Tokyo)

Service branches (*Shiten*)

Name	Location
Southern Service Branch	Minato-ku, Tokyo
Central Service Branch	Meguro-ku, Tokyo
Eastern Service Branch	Koto-ku, Tokyo
Chiba Service Branch	Chiba, Chiba
Western Service Branch	Suginami-ku, Tokyo
Tama Service Branch	Tachikawa, Tokyo
Northern Service Branch	Nerima-ku, Tokyo
Saitama Service Branch	Saitama, Saitama
Kanagawa Service Branch	Yokohama, Kanagawa
Kawasaki Service Branch	Kawasaki, Kanagawa
Western Kanagawa Service Branch	Fujisawa, Kanagawa

Service branches (*Shisha*)

Name	Location
Hitachi Service Branch	Hitachi, Ibaraki
Johsoh Service Branch	Ryugasaki, Ibaraki
Kofu Service Branch	Kofu, Yamanashi
Gunma Service Branch	Takasaki, Gunma
Kumagaya Service Branch	Kumagaya, Saitama
Utsunomiya Service Branch	Utsunomiya, Tochigi
Nagano Service Branch	Nagano, Nagano

Pipeline Dept.

Name	Location
Southern Pipeline Regional Office	Minato-ku, Tokyo
Eastern Pipeline Regional Office	Arakawa-ku, Tokyo
Western Pipeline Regional Office	Setagaya-ku, Tokyo
Northern Pipeline Regional Office	Kita-ku, Tokyo
Kanagawa Pipeline Regional Office	Yokohama, Kanagawa

LNG Terminals

Name	Location
Negishi LNG Terminal	Yokohama, Kanagawa
Sodegaura LNG Terminal	Sodegaura, Chiba
Ohgishima LNG Terminal	Yokohama, Kanagawa

Others

Name	Location
Residential Sales and Service Division	Shinjuku-ku, Tokyo
Energy Sales and Service Division	Shinjuku-ku, Tokyo
Affiliated Companies Division	Shinjuku-ku, Tokyo

7. Executive Management

Chairman, Representative Director		Kunio Anzai
President, Representative Director		Hideharu Uehara
Representative Director	Executive Vice President; Chief Executive of Corporate Communications Division and Audit and Operational Enhancement Dept.; and in charge of Compliance Dept.	Norio Ichino
Representative Director	Executive Vice President and Chief Executive of Production Division	Fumio Ohori
Director	Chief Executive of Pipeline and Safety Management Division	Kouya Kobayashi
Director	Chief Executive of Affiliated Companies Division	Masahiro Ishiguro
Director	Chief Executive of Strategic Planning Division	Mitsunori Torihara
Director	Chief Executive of Energy Sales and Service Division; General Manager of Volume Sales Dept., Energy Sales and Services Division	Shigero Kusano
Director	Chief Executive of Inter-Regional Sales and Service Division	Minoru Yokouchi
Director	President of Kikkoman Corporation	Yuzaburo Mogi
Full-time Corporate Auditor		Soichiro Akimoto
Full-time Corporate Auditor		Shigeru Ogasawara
Full-time Corporate Auditor		Kenshiro Koto
Corporate Auditor	Advisor of Tokyo Electric Power Co., Ltd.	Shoh Nasu
Corporate Auditor	Executive Advisor of Yokohama Industrial Development Corporation	Kazuo Nemoto

- Notes:*
1. Hideharu Uehara assumed the position of Representative Director and President as of June 27, 2002.
 2. Norio Ichino and Fumio Ohori, who were Senior Managing Directors previously, assumed the positions of Representative Director and Executive Vice President as of June 27, 2002.
 3. Kouya Kobayashi, Masahiro Ishiguro, Mitsunori Torihara, Shigero Kusano and Minoru Yokouchi, who were Managing Directors previously, assumed the positions of Director and Senior Executive Officer as of June 27, 2002.
 4. Yuzaburo Mogi assumed the position of Director as of June 27, 2002.
 5. Yukihiko Inoue assumed the position of Director as of June 27, 2002.
 6. Yasuyuki Yamaguchi, Haruno Ito, Toshiyuki Takasuna, Soichiro Akimoto, Norihiro Takuma, Tohru Ito, Hideo Nishiwaki, Shouzou Ohno, Yoshihito Imura, Hiroshi Urano, Takeo Kuno, Takeo Ishikawa, Tadashi Sakurai, Tadashi Zemba, Tadaaki Maeda, Ieaki Uemura, Takashi Kunitomo, Tsunenori Tokumoto and Tokio Imazawa retired from the positions of Director as of June 27, 2002, due to expiration of tenure.
 7. Yukihiko Inoue resigned the position of Director as of September 5, 2002.
 8. Soichiro Akimoto assumed the position of Corporate Auditor and Full-time Corporate Auditor as of June 27, 2002

9. Kazuo Nemoto assumed the position of Corporate Auditor as of June 27, 2002.
10. Akira Ogawa retired from the position of Corporate Auditor as of June 27, 2002, due to expiration of tenure.
11. Masayuki Sato resigned from the position of Corporate Auditor as of June 27, 2002.
12. Yuzaburo Mogi is the outside director, as stipulated in Article 188-2-7-2 of the Commercial Code of Japan.
13. Shoh Nasu and Kazuo Nemoto are the outside auditors, as stipulated in Article 18-1, of "the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha."

8. Total remuneration paid to directors and corporate auditors:

Directors (30): ¥375 million
(including 19 retirees as of June 27, 2002 and one retiree as of September 5, 2002)

Corporate auditors (7): ¥104 million
(including 2 retirees as of June 27, 2002)

Note: The above figures do not include a total of ¥951 million paid to directors in the form of bonuses, severance payments on retirement, and remuneration (including bonuses) as employees held concurrently with directorships, as well as a total of ¥49 million paid to corporate auditors in the form of severance payments on retirement.

III. SUBSEQUENT EVENT

The Board of Directors Meeting held on April 23, 2003 decided acquisitions of its common stock based upon the resolution of the 202nd General Meeting Shareholders.

Common stock:	With a limit of 30,267,000 shares
Total value of acquisitions:	With a limit of ¥10,000,191,000
Period of acquisitions:	May 1, 2003 to May 30, 2003
Method for acquisitions:	Market buying

Non-consolidated Balance Sheet

(As of March 31, 2003)

(Millions of yen)

ASSETS	
Fixed Assets.....	1,184,773
Property, plant and equipment	910,530
Production facilities	244,370
Distribution facilities	532,098
Service and maintenance facilities	69,044
Incidental business facilities	5,034
Shutdown facilities.....	5
Construction in progress.....	59,977
Intangible assets	16,138
Leaseholds.....	1,255
Software.....	14,069
Other intangible assets	814
Investments and other assets	285,103
Investment securities.....	45,720
Investments in affiliated companies.....	112,133
Long-term loans.....	191
Long-term loans receivable from employees	4,542
Long-term loans to affiliated companies.....	17,081
Investments.....	5
Long-term prepaid expenses.....	37,166
Deferred income taxes.....	37,299
Other investments.....	5,330
Allowance for doubtful accounts	(1,367)
Current Assets.....	196,585
Cash and bank deposits.....	14,901
Notes receivable—trade	1,564
Accounts receivable—trade	91,627
Accounts receivable from affiliated companies—trade.....	9,444
Other receivables.....	7,334
Marketable securities.....	1
Finished goods.....	83
Raw materials.....	9,345
Supplies	6,046
Prepaid expenses	238
Short-term receivables due from affiliated companies.....	2,251
Deferred income taxes.....	9,099
Short-term loans receivable	17,000
Other current assets	28,457
Allowance for doubtful accounts.....	(809)
Total Assets.....	1,381,359

(Millions of yen)

LIABILITIES

Non-current Liabilities.....	610,408
Bonds	236,833
Convertible bonds.....	182,814
Long-term debt.....	65,998
Long-term debt due to affiliated companies	639
Reserve for retirement benefits	112,020
Reserve for gas holder repairs	3,298
Other non-current liabilities	8,804
Current Liabilities	242,686
Non-current liabilities due within one year	74,432
Accounts payable–trade	19,821
Other payables	35,124
Accrued expenses	39,332
Income taxes payable	36,257
Advances from customers	7,913
Deposits payable	1,537
Short-term payables to affiliated companies	16,583
Other current liabilities	11,683
Total Liabilities	853,094

STOCKHOLDERS' EQUITY

Capital	141,844
Common stock	141,844
Capital surplus.....	2,065
Additional paid-in capital	2,065
Retained earnings	379,668
Legal reserve.....	35,454
Reserve for advanced depreciation due to expropriation, etc.	985
Reserve for loss on overseas investments	19
Reserve for depreciation of special gas pipeline construction	4,067
Reserve for cost variations adjustment	141,000
General reserve	119,000
Unappropriated retained earnings	79,141
[Net income therein	53,633]
Difference in valuation	15,548
Net unrealized holding gains on securities	15,548
Treasury stock	(10,862)
Treasury stock	(10,862)
Total Stockholders' Equity	528,264
Total Liabilities and Stockholders' Equity	1,381,359

Notes to the Non-Consolidated Balance Sheet

1. Accumulated depreciation for property, plant and equipment
¥1,976,297 million
2. Significant accounting policies
 - (1) Depreciation of property, plant and equipment is computed by the declining-balance method using the applicable rates based on the estimated useful lives of the assets. However, the straight-line method is applied for buildings (excluding building fixtures) acquired on or after April 1, 1998.
 - (2) The basis and method of valuation of securities are as follows:
Held-to-maturity debt securities are stated using the amortized cost method.
Stocks issued by subsidiaries and affiliated companies are stated at cost, as determined by the moving-average method.
Available-for-sale securities for which market value is readily determinable are reported at market value, with unrealized gains and losses, net of applicable taxes, reported in a separate component of stockholders' equity. The cost of securities sold is determined based on the moving-average method. Available-for-sale securities with no readily determinable fair market value are stated at cost, as determined by the moving-average method.
 - (3) Inventories (finished goods, raw materials and supplies) are stated at cost, as determined by the moving-average method.
 - (4) The Company provided a reserve for employees' retirement benefits at March 31, 2003, based on the estimated amounts of projected benefit obligation and the fair value of the pension plan assets at that date.
 - (5) The Company provides a reserve for periodic maintenance and repair of spherical gas holding tanks by accruing the estimated related costs over the period until the next scheduled repair.
 - (6) All accounting transactions are booked exclusive of consumption taxes.
3. The classification and names of stockholders' equity accounts in the balance sheet has been changed in accordance with the revised regulations governing gas utility accounting.
4. From the 203rd fiscal term, the Company adopted the new accounting standard for treasury stock and reduction of statutory reserves (Accounting Standards Board Statement No. 1, "Accounting Standard for Treasury Stock and Reduction of Statutory Reserves"). The adoption of this new accounting standard had no impact on the balance sheet.
5. Receivables and payables due from/to subsidiaries included in those due from/to affiliated companies are as follows:

Long-term receivables due from subsidiaries	¥72,074 million
Long-term payables due to subsidiaries	¥619 million
Short-term receivables due from subsidiaries	¥11,440 million
Short-term payables due to subsidiaries	¥15,974 million
6. Investments in subsidiaries included in "Investments in affiliated companies"
¥51,973 million

7. Accounts payable-trade denominated in foreign currencies
¥1,715 million (US\$14,157 thousand)
8. Assets pledged as collateral
Property, plant and equipment ¥72 million
9. Contingent liabilities for guarantee ¥13,101 million
(of which to be borne by the Company: ¥12,541 million)
Joint and several liabilities ¥14,687 million
Contingent liabilities related to debt assumption contracts on corporate bonds
¥50,000 million
10. The reserve for gas holding tank maintenance and repairs is provided based on Article 287-2 of the Japanese Commercial Code.
11. Earnings per share ¥19.19
From the 203rd fiscal term, the Company adopted the new accounting standard for earnings per share (Accounting Standards Board Statement No. 2, “Accounting Standard for Earnings Per Share”). Earnings per share for this year would be ¥19.21, if the previous method of calculation were applied.
12. The increase in stockholders’ equity as stipulated by Article 290-1-6 of the Japanese Commercial Code is ¥15,548 million.

Non-consolidated Statement of Income and Unappropriated Retained Earnings

(From April 1, 2002 to March 31, 2003)

(Millions of yen)

COSTS AND EXPENSES	INCOME
Ordinary profit and loss	
Operating profit and loss	
Cost of sales 288,896	Product sales 785,079
Beginning inventory..... 78	Gas sales..... 785,079
Cost of goods manufactured 276,717	
Cost of goods purchased 14,112	
Costs of goods internally used 1,928	
Ending inventory 83	
[Gross profit496,183]	
Selling expenses 331,437	
General and administrative expenses 75,256	
[Income from operation 89,488]	
Miscellaneous operating expenses 176,891	Miscellaneous operating revenue 186,270
Expense for related construction 61,232	Revenue from related construction 64,176
Expense for gas appliance sales 115,659	Revenue from gas appliance sales 121,597
	Other operating revenue 496
Incidental expenses 19,646	Incidental revenue 20,887
[Operating profit100,108]	
Non-operating profit and loss	
Non-operating expenses 32,980	Non-operating income 12,552
Interest expenses 2,666	Interest income 576
Bond interest expenses 10,022	Dividend income 1,709
Bond issue cost amortization 96	Rental income 4,718
Settlement adjustment charges	Miscellaneous income 5,548
for other construction contracts 4,805	
Loss on redemption of bonds 6,327	
Environmental facility maintenance cost .. 5,656	
Miscellaneous expenditure 3,404	
[Ordinary income 79,680]	
Extraordinary profit and loss	
Extraordinary expenses 4,477	Extraordinary income..... 8,655
Loss on sales of fixed assets 61	Gain on sales of fixed assets..... 5,503
Loss on reduction entries of	
fixed assets 4,415	Gain on sales of investment securities .. 3,152
[Income before income taxes 83,857]	
Income taxes—current 37,140	
Income taxes—deferred (6,915)	
Net income..... 53,633	
Total1,013,444	Total 1,013,444

Net income	53,633
Retained earnings brought forward	33,839
Reversal of reserve for advanced depreciation due to expropriation, etc.	7
Interim dividends	8,338
Unappropriated retained earnings	79,141
<i>Note: Sales to subsidiaries</i> ¥28,546 million	
<i>Purchases from subsidiaries</i>	¥122,016 million
<i>Transactions with subsidiaries other than operating transactions</i>	¥5,563 million

Proposed Appropriation of Unappropriated Retained Earnings

(Yen)

Unappropriated retained earnings	79,141,289,137
Reversal of reserve for loss on overseas investments	19,631,246
Reversal of reserve for depreciation of special gas pipeline construction	750,742,627
Total	79,911,663,010
To be appropriated as follows:	
Dividends (¥3 per share)	8,333,993,961
Bonuses to directors	61,000,000
General Reserve	30,000,000,000
Unappropriated retained earnings to be carried forward	41,516,669,049

Note: The Company distributed an interim dividend in the amount of ¥8,338,966,320 (¥3 per share) on December 10, 2002.

(English Translation of the Original Auditors' Report Issued in the Japanese Language)

Report of Independent Certified Public Accountants

AUDIT REPORT

May 14, 2003

To the Board of Directors,
Tokyo Gas Co., Ltd.

Asahi & Co.
Representative Partner
Engagement Partner CPA
Toshiaki Yamaguchi

Representative Partner
Engagement Partner CPA
Hikoe Konishi

Engagement Partner CPA
Kiyotaka Suzuki

We have audited the statutory report, that is the balance sheet, the statement of income and unappropriated retained earnings, the business report (limited to accounting matters) and the proposed appropriation of unappropriated retained earnings, and its supporting schedules (limited to accounting matters) of Tokyo Gas Co., Ltd., for the 203rd business year from April 1, 2002 to March 31, 2003, in accordance with Article 2 of “the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha.” With respect to the aforementioned business report and supporting schedules, our audit was limited to those matters derived from the accounting books and records of the Company and its subsidiaries. These statutory report and supporting schedules are the responsibility of the Company’s management. Our responsibility is to express an opinion on the statutory report and supporting schedules based on our audits as an independent auditor.

We conducted our audit in accordance with generally accepted auditing standards in Japan. Those auditing standards to obtain reasonable assurance about whether the statutory report and supporting schedules are free of material misstatement. An audit is performed, on a test basis, and includes assessing the accounting principles used, the method of their application and estimates made by management, as well as evaluating the overall presentation of statutory report and supporting schedules. We believe that our audit provides a reasonable basis for our opinion. Our audit procedures also includes those considered necessary for the subsidiaries.

As the result of the audit, our-opinion is as follows:

- (1) The balance sheet and the statement of income and unappropriated retained earnings present fairly the financial position and the result of operations of the Company in conformity with related laws and regulations and the Articles of Incorporation of the Company.
- (2) The business report (limited to accounting matters) presents fairly the status of the Company in conformity with related laws and regulations and the Articles of Incorporation of the Company.
- (3) The proposed appropriation of unappropriated retained earnings has been prepared in conformity with related laws and regulations and the Articles of Incorporation of the Company.
- (4) With respect to the supporting schedules (limited to accounting matters) there are no items to be noted that are not in conformity with the provisions of the Commercial Code.

Matters concerning subsequent event:

The subsequent event as to acquisition of treasury stock is reported in the business report.

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law.

Report of the Board of Corporate Auditors

AUDIT REPORT

Regarding the execution of duties by the Directors for the 203rd business year beginning April 1, 2002 and ending March 31, 2003, the Board of Corporate Auditors hereby submits its audit report, which has been prepared through discussions based on reports from the respective corporate auditors concerning the methods and results of audits performed.

1. Overview of Auditing Methods Employed by Corporate Auditors

Based on the auditing policies and other guidelines specified by the Board of Corporate Auditors, each corporate auditor has attended the meetings of the Board of Directors and other important meetings, received reports on business conditions from the directors and other relevant personnel, examined important approval documents and associated information, studied the operations and financial positions at headquarters and principal offices, and also requested reports from subsidiaries regarding their business conditions and, when necessary, studied their operations and financial positions at their offices. Moreover, the corporate auditors have received reports and explanations regarding the audits performed by independent auditors, and have examined the financial documents and supporting schedules.

Regarding competitive trade by any of the directors, trade implying conflict of interest involving the Company and any of its directors, the Company's gratis allocation of benefits, actions of trade counter to general practices between any subsidiary and any shareholder, and the acquisition and disposal of the Company's treasury stock, we studied in detail, when necessary, the conditions of such trade, if any, and requested reports from the directors and other relevant personnel, in addition to our auditing efforts using the aforementioned methods.

2. Audit Results

- (1) In our opinion, the methods and results employed and rendered by independent auditors, Asahi & Co. are fair and reasonable.
- (2) In our opinion, the business report fairly represents the Company's condition in accordance with the related laws and regulations and the Articles of Incorporation.
- (3) With regard to the proposed appropriation of unappropriated retained earnings, we have found no items of exception regarding the Company's financial status or other circumstances.
- (4) In our opinion, the supporting schedules fairly represent the items for which documentation should be expected. We have found no items of exception in that regard.

(5) With regard to the execution of duties by the Company's directors, we have found no evidence of wrongful action or material violation of related laws and regulations, nor of any violation with respect to the Articles of Incorporation.

We have moreover found no breach of duty by the directors with regard to competitive trade by any of the directors, trade implying conflict of interest involving the Company and any of its directors, the Company's gratis allocation of benefits, actions of trade counter to general practices between any subsidiary and any shareholder, and the acquisition and disposal of the Company's treasury stock.

May 19, 2003

Board of Corporate Auditors of Tokyo Gas Co., Ltd.
Soichiro Akimoto, Full-time Corporate Auditor
Shigeru Ogasawara, Full-time Corporate Auditor
Kenshiro Koto, Full-time Corporate Auditor
Shoh Nasu, Corporate Auditor
Kazuo Nemoto, Corporate Auditor

The corporate auditors, Shoh Nasu and Kazuo Nemoto, are outside auditors under Article 18-1 of "the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha."

REFERENCE DOCUMENT FOR THE EXERCISE OF VOTING RIGHTS

1. Total number of voting rights held by all shareholders: 2,753,626
2. Proposals and references

Proposal No. 1: Approval of the Proposed Appropriation of Unappropriated Retained Earnings for the 203rd Fiscal Term

This proposal is summarized in the attached “Proposed Appropriation of Unappropriated Retained Earnings” (Page 19).

We hereby propose a year-end dividend of ¥3 per share, unchanged from the interim dividend paid during the year under review.

We also hereby propose to provide a general reserve of ¥30 billion in view of further strengthening the financial position of the Company.

Moreover, we hereby propose that directors’ bonuses of ¥61 million be provided for, considering the Company’s general operating conditions.

Additionally, we hereby propose that a portion of the Company’s reserve for loss on overseas investment and reserve for the depreciation of special gas pipeline construction be reversed under the provisions of the Special Taxation Measures Law.

Proposal No. 2: Proposed Partial Amendments to the Articles of Incorporation

1. Reason for the amendments

- (1) Amendments to the Commercial Code of Japan enacted in 2002 (Law No. 44 of 2002), which came into effect on April 1, 2003, established new systems to enable top-up purchase of odd lot shares by shareholders and to regulate the invalidation of share certificates under certain circumstances. In addition, an amendment to Article 343 of the Commercial Code relaxed the rules governing the quorum required for resolutions at general meetings of shareholders. These changes require various amendments to the Articles of Incorporation in the form of new articles and additional wording in parts, together with associated rearrangements of the text in some places to make it more specific.
- (2) Amendments to the Commercial Code of Japan and “the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha.” (Law No. 149 of 2001), which came into effect on May 1, 2002, extended the term of office of corporate auditors. This change requires an amendment to the Articles of Incorporation.
- (3) The Company also seeks other changes designed to enable the Board of Directors act in a more dynamic manner. Finally, the various changes referred above necessitate renumbering of articles.

2. Details of proposed amendments
 The proposed amendments are detailed below.

(Amendments shown underlined)

Current Articles of Incorporation	Proposed Amendments to Articles of Incorporation
(New)	<p><u>Article 8:</u> <u>(Top-Up Purchase of Odd Lot Shares)</u></p> <p><u>Shareholders in the Company (hereinafter also referring to all beneficial owners) who own a number of shares equal to less than one unit (tangen) may, in accordance with Company regulations governing the handling of shares, make an application to the Company requesting a sale (hereinafter referred to as a “top-up purchase”) by the Company to the aforesaid shareholder of the requisite number of shares required to increase the relevant shareholding to one (1) unit.</u></p>
<p><u>Article 8:</u> (Transfer Agent)</p> <p>The Company shall appoint a transfer agent to handle the transfer of shares and new stock subscription rights.</p> <p>The transfer agent and its place of business for share transfer transactions shall be determined by resolution of the Board of Directors and public notice thereof shall be given.</p> <p>The register of shareholders (hereinafter also referring to the register of beneficial owners) and the original register of new stock subscription rights of the Company shall be kept at the transfer agent’s place of business, and the transfer agent shall handle all transfers of share title, new stock subscription rights and related matters (including all records in the register of beneficial owners and the original register of new stock subscription rights), and the handling of applications for <u>purchases</u> of shares in amounts of less than one unit (<i>tangen</i>). The Company shall not handle any such matters.</p>	<p><u>Article 9:</u> (Transfer Agent)</p> <p>The Company shall appoint a transfer agent to handle the transfer of shares and new stock subscription rights.</p> <p>The transfer agent and its place of business for share transfer transactions shall be determined by a resolution of the Board of Directors and public notice thereof shall be given.</p> <p>The register of shareholders (hereinafter also referring to the register of beneficial owners), <u>the register of recorded losses of share certificates</u>, and the original register of new stock subscription rights of the Company shall be kept at the transfer agent’s place of business, and the transfer agent shall handle all transfers of share title, new stock subscription rights and related matters (including all <u>entries and</u> records in the register of beneficial owners, <u>the register of recorded losses of share certificates</u> and the original register of new stock subscription rights), and the handling of applications for <u>purchases or top-up purchases of shares</u> in amounts of less than one unit (<i>tangen</i>) <u>or</u></p>

	<p><u>any procedures related to lost share certificates</u>. The Company shall not handle any such matters.</p>
<p>Article 9: (Handling of Shares and New Stock Subscription Rights) All transfers of share title, new stock subscription rights and related matters (including all records in the register of beneficial owners and the original register of new stock subscription rights), the handling of applications for <u>purchases</u> of shares of the Company in amounts of less than one unit (<i>tangen</i>), as well as any changes in either classes of shares or in the fees charged in relation to new stock subscription rights or purchases of shares of the Company in amounts of less than one unit, shall be subject to the regulations governing the handling of shares as stipulated by the Board of Directors.</p>	<p>Article 10: (Handling of Shares and New Stock Subscription Rights) All transfers of share title, new stock subscription rights and related matters (including all <u>entries</u> and records in the register of beneficial owners and the original register of new stock subscription rights), the handling of applications for <u>purchases or top-up purchases</u> of shares of the Company in amounts of less than one unit (<i>tangen</i>) <u>or any procedures related to lost share certificates</u>, as well as any changes in either classes of shares or in the fees charged in relation to new stock subscription rights or purchases of shares of the Company in amounts of less than one unit, shall be subject to the regulations governing the handling of shares as stipulated by the Board of Directors.</p>
<p>Article 10: (Record Date) The Company shall deem those shareholders (<u>hereinafter also referring to beneficial owners</u>) entered or recorded in the register of shareholders as of the close of business on March 31 of each year to be the shareholders who are entitled to exercise their rights as shareholders at the ordinary general meeting of shareholders for the relevant fiscal year. If provisions of the Articles of Incorporation other than the preceding paragraph demand otherwise, by resolution of the Board of Directors and with prior public notice, the Company may specify a certain record date on which the shareholders or pledgees would be deemed those entitled to exercise their rights as such.</p>	<p>Article 11: (Record Date) The Company shall deem those shareholders entered or recorded in the register of shareholders as of the close of business on March 31 of each year to be the shareholders who are entitled to exercise their rights as shareholders at the ordinary general meeting of shareholders for the relevant fiscal year. If provisions of the Articles of Incorporation other than the preceding paragraph demand otherwise, by resolution of the Board of Directors and with prior public notice, the Company may specify a certain record date on which the shareholders or pledgees would be deemed those entitled to exercise their rights as such.</p>
<p>Article 11: (Omitted) to Article 13:</p>	<p>Article 12: (Renumbered but retained in original form) to Article 14:</p>

<p>Article 14: (Shareholder Meeting Resolutions)</p> <p>Unless otherwise determined by legislation or by other means not specified in the Articles of Incorporation, resolutions at general meetings of shareholders shall be decided by a simple majority of voting rights held by those shareholders attending the meeting.</p> <p>(Addition)</p>	<p>Article 15: (Shareholder Meeting Resolutions)</p> <p>Unless otherwise determined by legislation or by other means not specified in the Articles of Incorporation, resolutions at general meetings of shareholders shall be decided by a simple majority of voting rights held by those shareholders attending the meeting.</p> <p><u>Resolutions as stipulated in Article 343 of the Commercial Code of Japan require a quorum at the meeting of one-third (1/3) of total shareholder voting rights, and may only be decided by a two-thirds (2/3) majority of voting rights held those shareholders attending the meeting.</u></p>
<p>Article 15: (Omitted) to Article 21:</p>	<p>Article 16: (Renumbered but retained in original form) to Article 22:</p>
<p>Article 22: (Convocation and Chairman of Meetings)</p> <p>Notices of convocation for the Board of Directors shall be issued to all directors and corporate auditors at least three days prior to the meeting. A shorter notification period is permissible in cases of emergency.</p> <p>Convocation procedures for the Board of Directors may be waived in specific cases with the unanimous approval of all directors and corporate auditors.</p> <p>Unless otherwise determined by legislation, meetings of the Board of Directors shall be convened and chaired by the Chairman of the Company. <u>In the event of the Chairman being incapacitated by injury, these duties shall fall to the President of the Company.</u> <u>In the event of both the Chairman and the President being incapacitated by injury, these duties shall fall to</u> successive directors, in an order decided by prior resolution of the Board.</p>	<p>Article 23: (Convocation and Chairman of Meetings)</p> <p>Notices of convocation for the Board of Directors shall be issued to all directors and corporate auditors at least three days prior to the meeting. A shorter notification period is permissible in cases of emergency.</p> <p>Convocation procedures for the Board of Directors may be waived in specific cases with the unanimous approval of all directors and corporate auditors.</p> <p>Unless otherwise determined by legislation, meetings of the Board of Directors shall be convened and chaired by the Chairman of the Company. In the event of the Chairman being incapacitated by injury, these duties shall fall to successive directors, in an order decided by prior resolution of the Board.</p>
<p>Article 23: (Omitted) to Article 29:</p>	<p>Article 24: (Renumbered but retained in original form) to Article 30:</p>

<p>Article 30: (Term of Office of Corporate Auditors)</p> <p>The term of office of statutory auditors shall expire at the end of the ordinary general meeting of shareholders relating to the latest fiscal year that ends within <u>three (3)</u> years of their assumption of office.</p> <p>The term of office of any corporate auditor elected to fill a vacancy shall be the same as the remainder of the term of office of their predecessor.</p>	<p>Article 31: (Term of Office of Corporate Auditors)</p> <p>The term of office of statutory auditors shall expire at the end of the ordinary general meeting of shareholders relating to the latest fiscal year that ends within <u>four (4)</u> years of their assumption of office.</p> <p>The term of office of any corporate auditor elected to fill a vacancy shall be the same as the remainder of the term of office of their predecessor.</p>
<p>Article 31: (Omitted) to Article 41:</p>	<p>Article 32: (Renumbered but retained in original form) to Article 42:</p>
<p>Article 42: (Conversion Date of Convertible Bonds and Exercise Date of New Stock Subscription Warrants Attached to Corporate Bonds)</p> <p>For the purposes of initial cash dividend payments arising from the conversion of convertible bonds or the exercise of stock subscription warrants attached to corporate bonds and interim cash dividend payments paid under the provisions of <u>Article 40</u> above, the relevant stock conversion dates and exercise dates shall be deemed to be the first day of the corresponding fiscal half-year (April 1 for claims made between April 1 and September 30, and October 1 for claims made between October 1 and March 31 in the next fiscal year), and dividends shall be paid accordingly.</p>	<p>Article 43: (Conversion Date of Convertible Bonds and Exercise Date of New Stock Subscription Warrants Attached to Corporate Bonds)</p> <p>For the purposes of initial cash dividend payments arising from the conversion of convertible bonds or the exercise of stock subscription warrants attached to corporate bonds and interim cash dividend payments paid under the provisions of <u>Article 41</u> above, the relevant stock conversion dates and exercise dates shall be deemed to be the first day of the corresponding fiscal half-year (April 1 for claims made between April 1 and September 30, and October 1 for claims made between October 1 and March 31 in the next fiscal year), and dividends shall be paid accordingly.</p>

Proposal No. 3: Acquisition of the Company's Own Stock

We hereby propose that you approve the Company's intention of acquiring 50 million common shares of its own stock with a limit of total acquisition costs of ¥20 billion during the period from the conclusion of this Ordinary General Meeting of Shareholders until the conclusion of the next Ordinary General Meeting of Shareholders in conformity with the provision of Article 210 of the Commercial Code of Japan, for the purpose of securing greater flexibility in performing its management measures such as financial policies in response to changes in economic conditions.

Proposal No. 4: Election of Twelve (12) New Directors

The term of office of all the current directors ends at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we hereby propose that you elect Twelve (12) new directors.

The nominees for the new directors are as follows:

No.	Name (Date of birth)	Brief personal history and representative positions in other companies	Number of the Company's shares held
1	Kunio Anzai (October 25, 1933)	<p>April 1956 Joined the Company</p> <p>Sept. 1979 General Manager of Gas Resources Dept.</p> <p>June 1982 Director, General Manager of Gas Resources Dept.</p> <p>June 1983 Managing Director</p> <p>June 1986 Representative Director and Senior Managing Director</p> <p>June 1988 Representative Director and Executive Vice President</p> <p>April 1989 Representative Director and President</p> <p>June 1999 Representative Director and Chairman (Current position)</p> <p>Other company: Representative Director and President, Ohtone Country Club</p>	305,752
2	Hideharu Uehara (February 9, 1936)	<p>April 1959 Joined the Company</p> <p>July 1986 Assistant to Director in charge of Documents Dept.</p> <p>July 1987 Deputy General Manager of Facility Service Dept.</p> <p>June 1988 General Manager of Planning Dept.</p> <p>July 1991 General Manager of Accounting and Finance Dept.</p> <p>June 1992 Executive General Manager of Corporate Planning Dept.</p> <p>June 1993 Managing Director of Corporate Planning Dept.</p> <p>June 1994 Managing Director</p> <p>June 1995 Representative Director and Senior Managing Director</p> <p>June 1996 Representative Director and Senior Managing Director, General Manager of Business Developments Dept.</p> <p>June 1998 Representative Director and Executive Vice President</p> <p>June 1999 President and Representative Director</p> <p>June 2002 Representative Director and Executive President (Current position)</p>	180,831

3	Norio Ichino (January 1, 1941)	<p>April 1964 Joined the Company</p> <p>June 1990 Chief Manager of Service Administration Group</p> <p>June 1991 Deputy Chief Executive of North District</p> <p>June 1993 Assistant to Director in charge of Documents Dept.</p> <p>June 1996 Executive General Manager of Corporate Planning Dept.</p> <p>June 1998 Managing Director, Chief Executive of Business Developments Dept.</p> <p>June 2000 Representative Director and Senior Managing Director, Chief Executive of Business Developments Dept.</p> <p>June 2001 Representative Director and Senior Managing Director</p> <p>June 2002 Representative Director and Executive Vice President, Chief Executive of Corporate Communication Div. (Current position)</p>	103,617
4	Fumio Ohori (January 27, 1940)	<p>April 1962 Joined the Company</p> <p>June 1989 General Manager of Chiba Branch</p> <p>July 1991 General Manager of Chiba Dept, Toubu District</p> <p>June 1992 General Manager of Market Planning Dept.</p> <p>July 1994 General Manager of Inter-Regional Planning Dept. Shutoken Sales Div.</p> <p>June 1995 General Manager of Inter-Regional Planning Dept. Energy Div.</p> <p>June 1996 Director, General Manager of Energy Div.</p> <p>June 1997 Director, General manager of North District</p> <p>June 1998 Managing Director, General Manager of Kanagawa District</p> <p>June 1999 Managing Director, General Manager of Pipeline and Safety Management Div.</p> <p>June 2000 Managing Director, General Manager of Production Div.</p> <p>June 2001 Senior Managing Director, General Manager of Production Div.</p> <p>June 2002 Representative Director and Executive Vice President, Chief Executive of Production Div. (Current position)</p>	79,000
5	Mitsunori Torihara (March 12, 1942)	<p>April 1967 Joined the Company</p> <p>July 1992 Manager of Management Planning Group</p>	63,000

		<p>May 1993 General Manager of Kanagawa Sales Planning Dept.</p> <p>June 1994 Deputy Chief Executive of Kanagawa Sales Dept.</p> <p>June 1996 General Manager of Gas Resources Dept.</p> <p>June 1998 Director, General Manager of Gas Resources Dept.</p> <p>June 2000 Managing Director</p> <p>June 2002 Director and Chief Executive of Strategic Planning Div. (Current position)</p>	
6	Shigero Kusano (March 25, 1944)	<p>April 1967 Joined the Company</p> <p>July 1992 Manager of Heating and Cooling No. 1 Group, Metropolitan Dept.</p> <p>Oct. 1992 Manager of Sales Promotion Group, Metropolitan Dept.</p> <p>Jan. 1993 Manager of Sales Promotion Group, Manager of Customer Sales Group, Metropolitan Dept.</p> <p>July 1993 Manager of Sales Promotion Group, Metropolitan Dept.</p> <p>June 1995 Manager of Sales Promotion Group, Energy Sales Dept.</p> <p>June 1996 General manager of Sales Planning Dept.</p> <p>June 1997 General Manager of General Sales Dept.</p> <p>June 1998 Director, General Manager of General Planning Dept.</p> <p>June 2000 Managing Director</p> <p>June 2002 Director and Chief Executive of Energy Sales and Service Div.; General Manager of Volume Sales Dept., Energy Sales and Services Div. (Current position)</p>	64,000
7	Kouya Kobayashi (March 23, 1942)	<p>April 1965 Joined the Company</p> <p>July 1991 Assistant to Chief General Manager of Sales and Service Div.</p> <p>March 1994 General manager of Information System Dept.</p> <p>June 1995 General Manager of Living Planning Dept.</p> <p>June 1998 Director, General Manager of Living Planning Dept.</p> <p>June 2000 Managing Director</p> <p>June 2001 Managing Director, General Manager of R&D Div.</p> <p>June 2002 Director and Chief Executive of Pipeline and Safety Management Div. (Current position)</p>	62,171

8	Masahiro Ishiguro (May 8, 1942)	<p>April 1966 Entered MITI</p> <p>June 1991 Manager of Small and medium Enterprise Dept.</p> <p>June 1992 Councilor in charge of Industrial Policy bureau</p> <p>Aug. 1994 Manager of Lower House Research Commission Committee</p> <p>July 1996 Director-General of the Small and Medium Enterprise Agency</p> <p>July 1997 Retirement</p> <p>July 1997 Senior General Manager of Japan Development Bank</p> <p>Oct. 1999 Senior General Manager of Development Bank of Japan</p> <p>Mar. 2000 Retirement</p> <p>April 2000 Adviser of the Company</p> <p>June 2000 Managing Director</p> <p>June 2002 Director and Chief Executive of Affiliated Companies Div. (Current position)</p>	61,000
9	Minoru Yokouchi (Sept. 18, 1942)	<p>April 1964 Joined the Company</p> <p>July 1991 Group Manager of Government Relations and Documents Dept.</p> <p>July 1994 Deputy General Manager of Government Relations and Documents Dept.</p> <p>June 1995 General Manager of Government Relations and Documents Dept.</p> <p>June 1998 General Manager of Energy Planning Dept.</p> <p>June 2000 Director, Chief Executive of Energy Sales Dept.</p> <p>June 2001 Managing Director, Chief Executive of Energy Sales Dept.</p> <p>June 2002 Director and Chief Executive of Regional Sales and Services Div. (Current position)</p>	62,000
10	Yuzaburo Mogi (Feb.13, 1935)	<p>April 1958 Joined the Kikkoman Co. Ltd.</p> <p>March 1979 Director</p> <p>March 1982 Managing director</p> <p>March 1989 Representative Director and Senior Managing Director</p> <p>March 1994 Representative Director and Executive Vice President</p> <p>Feb. 1995 Representative Director and President (Current position)</p>	0

		Other companies: Representative Director and Chairman of the Board of Directors, Tone Coca-cola Bottling Co. Representative Director and President of Shouyu Kaikan K.K. Representative Director and Chairman of the Board of Directors, Chiba Xerox Corporation President, PRESIDENT KIKKOMAN INC.	
11	Yuri Konno (June 2, 1936)	May 1969 Representative Director and President, DIAL SEERVICE Co., Ltd. (Current position)	0
		Other company: Representative Director and President, Living Science Institute	
12	Yukio Sato (Oct. 6, 1935)	April 1961 Joined the Ministry of Foreign Affairs of Japan Jan. 1990 Director-General, Intelligence and Research Bureau Jan. 1992 Director-General, North American Affairs Bureau May 1994 Ambassador to the Embassy of Japan in the Netherlands Jan. 1996 Ambassador to the Embassy of Japan in Australia Sept. 1998 Ambassador to the United Nations Aug. 2002 Retirement Feb. 2003 President, The Japan Institute of International Affairs (Current position)	0

- Notes: 1. Yuri Konno is the Representative Director and President of DIAL SERVICE Co., Ltd., which is a company that Tokyo Gas frequently contracts out switchboard, call center and other operations to.
2. There is no special interest between the nominees above and the Company.
3. The nominees above, Yuzaburo Mogi, Yuri Konno and Yukio Sato are the candidates for outside directors stipulated in Article 188-2-7-2, of the Japanese Commercial Code.

Proposal No. 5: Election of One (1) New Corporate Auditor

The term of office of the current corporate auditors, Shigeru Ogasawara and Kenshiro Koto, expires at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we hereby propose that you elect one (1) new corporate auditor.

The nominees for the new Corporate Auditor is as follows:

The Board of Corporate Auditors has already given its prior accord to the submission of this proposal.

Name (Date of birth)	Brief personal history and representative positions in other companies	Number of the Company's shares held
Hiroshi Hirai (July 18, 1942)	April 1965 Joined the Company July 1991 Deputy General Manager, Paris Office, International Affairs Dept.	50,000

	July 1992	Manager of Seido Ryokin Group, Corporate Planning Dept.
	June 1994	Deputy General Manager of Corporate Planning Dept. and Manager of Seido Ryokin Group
	Jan. 1995	Deputy General Manager of Corporate Planning Dept.
	June 1996	General Manager of Parris Office, International Affairs Dept.
	June 2000	Executive Specialist, General Manager of Environmental Affairs Dept.
	June 2002	Executive Specialist, General Manager of Environmental Affairs Dept, Strategic Planning Dept. (Current position)

Note: There is no special interest between the nominee above and the Company.

Proposal No. 6: Payments of Retirement Bonuses to a Retired Director and Retiring Corporate Auditors

We hereby propose to pay retirement bonuses to Yukihiko Inoue, who resigned as a director on September 5, 2002, and Shigeru Ogasawara and Kenshiro Koto, who are retiring due to the expiration of their term as corporate auditors at the conclusion of this Ordinary General Meeting of Shareholders within the reasonable range in accordance with the Company's rule as a reward for the services rendered during their respective tenures. We propose that the actual amounts, timing and method of payments be left to the discretion of the Board of Directors for the retired director and to the Board of Corporate Auditors for the retiring corporate auditors.

The brief histories of the retired director and retiring corporate auditors in the Company are as follows:

Name	Brief personal history	
Yukihiko Inoue	June 2002	Director
	Sept. 2002	Retirement
Shigeru Ogasawara	June 1996	Director and General Manager of Accounting Division
	June 2000	Standing Corporate Auditor (Current position)
Kenshiro Koto	June 1998	Director and General Manager of R&D Planning Department, R&D Division
	June 1999	Director and General Manager of Technology Development Department
	June 2000	Standing Corporate Auditor (Current Position)

