

中電控股有限公司

CLP Holdings Limited

(incorporated in Hong Kong with limited liability)

(stock code no.: 00002)



PROXY FORM FOR ANNUAL GENERAL MEETING

I/We _____
of _____
being the registered Shareholder(s) of _____ shares in CLP Holdings Limited 中電控股有限公司
(the Company) hereby appoint _____ of _____
or _____
failing him/her the Chairman of the Annual General Meeting (the AGM) of the Company to be held on 5 May 2016 as
my/our proxy to attend and vote for me/us and on my/our behalf at the aforementioned AGM, and at every adjournment
thereof on the undermentioned resolutions as indicated:

		See Notes 3 and 4	
		For	Against
(1)	To receive the audited Financial Statements for the year ended 31 December 2015 and the Reports of the Directors and Independent Auditor thereon.		
(2)	(a) To elect Mrs Zia Mody as Director.		
	(b) To elect Mr Geert Herman August Peeters as Director.		
	(c) To re-elect Mr Nicholas Charles Allen as Director.		
	(d) To re-elect Mrs Law Fan Chiu Fun Fanny as Director.		
	(e) To re-elect Ms Lee Yun Lien Irene as Director.		
	(f) To re-elect Mr Richard Kendall Lancaster as Director.		
	(g) To re-elect Mr John Andrew Harry Leigh as Director.		
(3)	To re-appoint PricewaterhouseCoopers as independent Auditor of the Company and authorise the Directors to fix the Auditor's remuneration for the year ending 31 December 2016.		
(4)	To approve the revised levels of remuneration payable to the Non-executive Directors including Independent Non-executive Directors who serve on the Board and Board Committees of the Company for the respective periods 6 May 2016 to 5 May 2017; 6 May 2017 to 5 May 2018; and 6 May 2018 until the date of the Annual General Meeting in 2019, and such remuneration to accrue on a daily basis.		
(5)	To give a general mandate to the Directors to issue and dispose of additional shares in the Company; not exceeding five per cent of the total number of shares in issue at the date of this Resolution and such shares shall not be issued at a discount of more than ten per cent to the Benchmarked Price of such shares.		
(6)	To give a general mandate to the Directors to exercise all the powers of the Company to buy back or otherwise acquire shares of the Company in issue; not exceeding ten per cent of the total number of shares in issue at the date of this Resolution.		

Dated _____ day of _____ 2016 Signature(s) _____

Notes:

- A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to exercise the Shareholder's rights at the AGM. A Shareholder may also appoint separate proxies to represent respectively the number of the shares held by the Shareholder that is specified in the proxy forms. Subject to the statutes, any such proxy may attend, speak and vote in his/her stead. The proxy need not be a Shareholder of the Company but must attend the AGM in person to represent you.
- Shareholders who would like to appoint proxies to attend, speak and vote in their stead at the AGM may use this form or download a copy from our website at www.clpgroup.com.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please indicate with a '✓' in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion.
- The full wording of the resolutions to be proposed at the AGM and Explanatory Notes are set out in the Notice of AGM which is available on our website and sent to all Shareholders on 30 March 2016.
- In order to be valid, **proxy forms must be completed, signed and either deposited at the Company's Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via e-mail to CLP2016.eproxy@computershare.com.hk**, in each case, not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM.
- The e-mail address provided in paragraph 6 is provided only for the purpose of the Company accepting proxy forms, and is only valid for receiving proxy forms relating to this AGM. The e-mail address shall not be used for any other purposes nor shall it be in use after the deadline stated in paragraph 6 above.
- The Chairman will demand a poll on each of the resolutions submitted for determination at the AGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) is represented by proxy shall have one vote for every share held by him/her. The results of the poll will be published as explained in Explanatory Note 30 of the Notice of AGM.
- Your proxy's authority will be revoked if you attend and vote in person at the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 (PDPO), which will include your and your appointed proxy's name and mailing address.

The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company's AGM and instructions. Your supply of the Personal Data to the Company and/or its Registrars is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will not be transferred to any party outside CLP or its Registrars, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency's request.

The Personal Data collected in this proxy form will be retained for such period as may be necessary for any of the above purposes and its directly related purposes such as for our record, verification and notification purposes, and this proxy form together with the Personal Data contained in this form will be destroyed no later than 1 year after the AGM.

You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be made in writing by either one of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By e-mail to: hkinfo@computershare.com.hk

You can find out more about CLP's policies on privacy and personal data protection by accessing our privacy policy statement available on the CLP website at <https://www.clpgroup.com/en/Pages/Privacy.aspx>.