

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document (including the Notice of Annual General Meeting (AGM), Guidance Notes for Joining the AGM, Explanatory Notes to the Notice of AGM and Explanatory Statement on Share Buy-back Mandate), make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

NOTICE OF ANNUAL GENERAL MEETING

Important Information

Hybrid AGM

The 2026 AGM of CLP Holdings Limited (the Company, or we) will be held on Friday, 8 May 2026, at 11:00 a.m. in a hybrid format. There will be the **Physical AGM** (at the AGM Venue) and the **Online AGM**. Shareholders are welcome to choose one of the two formats to attend the 2026 AGM.

Online AGM

The Online AGM is a live webcast of the AGM.

Physical AGM

This will be held at **Celebration Hall 1 & 2, Kai Tak Stadium, Kai Tak Sports Park, 39 Shing Kai Road, Kowloon, Hong Kong** and will be regarded as the Principal Meeting Place for our hybrid AGM.

Please **bring and use your own smartphone device** for voting at the AGM.

Proxy

Shareholders can appoint proxies to attend, speak and vote in their stead at the AGM by completing a valid proxy form. Shareholders can also appoint their proxy online via <https://www.eproxyappointment.com/CLPH>.

Please refer to "Guidance Notes for Joining the AGM" on page 4 for more details.

Souvenirs

As a token of appreciation for Shareholders' support, each person who joins the Physical AGM or Online AGM as a Shareholder and/or proxy(ies) will only be entitled to **one set of Shareholder souvenir**. For those attending the Online AGM, the Company will deliver these to eligible Shareholders after the AGM.

Shareholders are reminded to check the websites of the Company (www.clpgroup.com) and The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange) (www.hkexnews.hk) for announcements regarding any updates on the AGM arrangements.

Notice is hereby given that the twenty eighth AGM of the Shareholders of CLP Holdings Limited 中電控股有限公司 will be held at **Celebration Hall 1 & 2, Kai Tak Stadium, Kai Tak Sports Park, 39 Shing Kai Road, Kowloon, Hong Kong** (the Principal Meeting Place, or AGM Venue) and **online on Friday, 8 May 2026, at 11:00 a.m.** for the following purposes:

- (1) To receive the audited Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 31 December 2025.
- (2) To elect and re-elect Directors.
- (3) To re-appoint PricewaterhouseCoopers as Independent Auditor and authorise Directors to fix the Auditor's remuneration for the year ending 31 December 2026.

As special business, to consider and, if thought fit, pass with or without modification the following Resolutions as Ordinary Resolutions:

- (4) "That:
 - (a) subject to paragraphs (c) and (d) of this Resolution, **a general mandate** be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company **to allot, issue and dispose of additional shares in the Company** including the sale or transfer of treasury shares; to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers and to grant rights to subscribe for, or to convert any security into, shares in the Company;
 - (b) the mandate in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the shares allotted or agreed conditionally or unconditionally to be allotted (including the sale or transfer of treasury shares) (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the mandate in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue, or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement pursuant to the Articles of Association of the Company from time to time, or (iv) an allotment of shares made in accordance with a grant of the right to subscribe for, or convert any security into shares provided that the right has been approved in advance by a resolution of the Company whether conditionally or unconditionally, **shall not exceed five per cent (5%) of the total number of shares of the Company in issue** (excluding any treasury shares) at the date of this Resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares after the date of this Resolution) and the said mandate shall be limited accordingly;
 - (d) any shares of the Company to be allotted and issued (including the sale or transfer of any treasury shares) (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution **shall not be at a discount of more than ten per cent (10%) to the Benchmarked Price** of such shares of the Company; and
 - (e) for the purpose of this Resolution:

"Benchmarked Price" means the price which is the higher of:

 - (i) the closing price of the shares of the Company as quoted on the Hong Kong Stock Exchange on the date of the agreement involving the relevant proposed issue of shares of the Company; or

- (ii) the average closing price as quoted on the Hong Kong Stock Exchange of the shares of the Company for the five trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; or
 - (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

(5) "That:

- (a) **a general mandate** be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to **purchase/buy back** or otherwise acquire shares of the Company in issue in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, provided that the aggregate number of shares so purchased/bought back or otherwise acquired **shall not exceed ten per cent (10%) of the total number of shares of the Company in issue** (excluding any treasury shares) at the date of this Resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares after the date of this Resolution).
- (b) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting."

By Order of the Board
Michael Ling
Joint Company Secretary

Hong Kong, 26 March 2026

GUIDANCE NOTES FOR JOINING THE AGM

AGM-related information and materials referred to in this section can also be found at “General Meetings” under the “Investor Relations” section on the Company’s website (www.clpgroup.com).

As a token of appreciation for Shareholders’ support, each person who joins the **Physical AGM** or **Online AGM** as a Shareholder and/or proxy(ies) will only be entitled to **one set of Shareholder souvenir**. For those attending the Online AGM, the Company will deliver these to eligible Shareholders after the AGM.

A. Hybrid AGM

1. The 2026 AGM will be a hybrid meeting. Shareholders have the option of attending the AGM at the Principal Meeting Place or participating through the Online AGM. Shareholders attending and being entitled to vote at the Online AGM (if not attending as guests) will be counted towards the quorum.

B. Online AGM

1. Both registered and non-registered Shareholders can participate in the Online AGM. You will be able to **view** a live webcast of the AGM, **pose questions** and **cast vote** in near real-time through the online platform.
2. **Login details for registered Shareholders** – Details regarding AGM arrangements and login details for joining the Online AGM are included in the Company’s notification letter sent to you on 26 March 2026. For corporate holders who wish to attend the Online AGM, please call the Company’s Registrars, Computershare Hong Kong Investor Services Limited (Computershare) on (852) 2862 8555.
3. **Login details for non-registered Shareholders** – If you wish to attend and participate in the Online AGM, **you should contact** your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively **the Intermediary**) and **instruct the Intermediary** to appoint you as proxy or corporate representative to attend the Online AGM and in doing so, you will be asked to provide your email address. Details regarding the Online AGM including the login details will be emailed to you by Computershare. For enquiries, please call Computershare on (852) 2862 8555 for assistance.
4. The step-by-step “Online AGM User Guide” available on the Company’s website sets out the login process and the internet connection speed requirement, as well as a hotline number for Shareholders to call if assistance is required on the day.

C. Physical AGM

1. **Electronic voting system** will be used. Every Shareholder or proxy should **bring your own device** like smartphone or tablet for accessing the online platform for poll voting during the AGM. If you do not have such device at the AGM, other options will be available.
2. **Arrangement for disability** – In case you have a disability (as defined under Cap. 487 Disability Discrimination Ordinance) and need special arrangements to participate in the Physical AGM, please provide us with your contact details (name; telephone number or email address) in advance and we will contact you on the day. We will endeavour to make the necessary arrangements.

D. Proxy Information and Voting Record Date

1. A Shareholder who is entitled to attend and vote at the AGM is **entitled to appoint a proxy** to exercise the Shareholder’s rights at the AGM. A proxy may attend, speak and vote instead of the Shareholder and need not be a Shareholder of the Company. Shareholders can appoint a proxy by using the “Electronic proxy” or “Proxy forms (printed form)”; and the appointment must be submitted by no later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM in the manner set out below. A Shareholder may also appoint separate proxies by submitting printed form to Computershare’s office or via email to CLP2026.eproxy@computershare.com.hk to represent respectively the number of the shares held by the Shareholder as specified in the proxy forms.
2. **Electronic proxy** – A Shareholder can appoint his/her proxy online via <https://www.eproxyappointment.com/CLPH>. To do so, you will be asked to enter the Shareholder Number and Personal Identification Number, which are printed under the barcode on the enclosed Request Form (Chinese version); and you will be asked to agree to certain terms and conditions. It is important that you read these terms and conditions carefully as they will govern the electronic appointment of your proxy.

3. **Printed forms – Proxy forms** for the AGM were sent to Shareholders on 26 March 2026. The proxy form is also available on the websites of the Company and the Hong Kong Stock Exchange (www.hkexnews.hk). Proxy forms must be completed, signed and deposited either at the Company's Registrars, Computershare, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via email to CLP2026.eproxy@computershare.com.hk. The email address provided herein is merely for receiving proxy forms relating to this AGM and will not be in use after the deadline for depositing the proxy forms.
4. In the case of **joint holders** of any share, the proxy form must be signed by all Shareholders whose names appear in the register of members. Where there are joint holders of any share, any one of the persons may vote at the AGM, either personally or by proxy, in respect of such share as if a sole holder; but if more than one of such joint holders are present at the AGM personally or by proxy, the person whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
5. For **corporate holders** who wish to submit proxy instructions, please submit printed form or corporate representative letter to Computershare's office or via email to CLP2026.eproxy@computershare.com.hk.
6. For **non-registered Shareholder**, please liaise with your Intermediary where your shares are held on how to issue your voting instructions and the corresponding deadline.
7. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the AGM, or any adjournment or postponement.
8. The Register of Shareholders will be closed from 5 May 2026 to 8 May 2026, both days inclusive, during which period the registration of transfers of shares will be suspended. To be entitled to attend and vote at the AGM, all transfers should be lodged with the Company's Registrars, Computershare, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 4 May 2026. The record date for the purpose of determining the eligibility of the Shareholders of the Company to attend and vote at the AGM is 8 May 2026.

E. Questions for the Company

1. Shareholders may pose questions at the Physical AGM or through the online platform.
2. If you wish to pose questions for the Company in advance of the AGM, these can be submitted to the Company by no later than 6 May 2026, 4:30 p.m. Contact information is as follows:

Address : CLP Headquarters, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong
 Telephone : (852) 2678 8228
 Email : cosec@clp.com.hk

3. Questions may be moderated before being sent to the Chairman of the meeting. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chairman of the meeting may, or with his permission we may, choose to provide a consolidated response to address questions on the same topic.
4. We will endeavour to address relevant questions at the AGM, if time permits. Any relevant questions not taken at the AGM will be answered in writing and made available on the Company's website post AGM.

F. Bad Weather Arrangements

1. In the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is in effect at any time between 9:00 a.m. and 11:00 a.m. on the day of the AGM, the AGM may be postponed to a later date and/or time as determined by the Company.
2. If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of the Hong Kong Stock Exchange to notify Shareholders that the meeting has been postponed (however, a failure to post such a notice shall not affect the postponement of such meeting). Shareholders can call **(852) 2678 8228** to enquire whether the meeting has been cancelled.
3. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on its website and on the website of the Hong Kong Stock Exchange to notify Shareholders of the date, time and location of the rescheduled meeting. At least seven clear days' notice shall be given of the rescheduled meeting.

G. Subsequent Updates on AGM Arrangements

1. If Shareholders have any enquiries on the arrangements for the AGM, please contact us on **(852) 2678 8228** or by email to cosec@clp.com.hk or contact Computershare on **(852) 2862 8555**.

EXPLANATORY NOTES TO THE NOTICE OF AGM

1. As at the date of the Notice of AGM (the Notice), Directors of the Company are:

Non-executive Directors:	The Honourable Sir Michael Kadoorie, Mr Andrew Clifford Winawer Brandler, Mr Philip Lawrence Kadoorie, Mrs Yuen So Siu Mai Betty and Mr Diego Alejandro Gonzalez Morales
Independent Non-executive Directors:	Mr Nicholas Charles Allen, Ms May Siew Boi Tan, Ms Christina Gaw, Mr Chunyuan Gu, Mr Chan Bernard Charnwut, Ms Wang Xiaojun Heather, Mrs Kung Yeung Yun Chi Ann and Mr Peter Wilhelm Hubert Brien
Executive Director:	Mr Chiang Tung Keung

Election and Re-election of Directors – Resolutions (2)

Election of Director (Newly appointed in 2026)

2. In relation to the **election of Mr Peter Wilhelm Hubert Brien** (or Mr Brien), as Mr Brien was appointed by the Board after the Company's 2025 AGM, he will retire at the 2026 AGM in accordance with Article 125 of the Company's Articles of Association and being eligible, offer himself for election by Shareholders.
3. From a consultant led search exercise, **Mr Brien** was identified as the recommended Independent Non-executive Director candidate with a specific profile, namely, the ability and capacity (based in Hong Kong) to play a leading role in the areas of corporate and sustainability strategy, governance oversight and Board Committee leadership. Mr Brien's profile would complement the Board Members' skills, experience and background and would be well aligned with the Board's strategic focus.
4. Mr Brien is considered by the Board as independent. With Mr Brien's appointment, the Board's diversity has been further enhanced in terms of representation of Independent Non-executive Directors on the Board, tenure of Directors and the overall skill set.
5. Mr Brien was appointed by the Board in February 2026 as an Independent Non-executive Director and a Member of the Audit & Risk Committee, the Finance & General Committee and the Sustainability Committee.

Re-election of Directors

6. For re-election of Directors, the following Directors will retire at the AGM by rotation pursuant to Article 119 of the Company's Articles of Association: **Mrs Betty Yuen, Ms May Siew Boi Tan, Ms Christina Gaw, Mr Chunyuan Gu and Mr Bernard Chan**.
7. **Ms Christina Gaw**, who will have served on the Board for two full terms by the AGM, has confirmed to the Company that she will not be seeking re-election at the 2026 AGM and will therefore **retire from the Board** of the Company at the conclusion of the 2026 AGM. Apart from Ms Gaw, the other retiring Directors, namely, **Mrs Betty Yuen, Ms May Siew Boi Tan, Mr Chunyuan Gu and Mr Bernard Chan, being eligible, will offer themselves for re-election at the AGM**.
8. The election and re-election of Directors will be individually voted on by Shareholders.
9. Ms May Siew Boi Tan and Mr Bernard Chan have interests in the shares of the Company. Such Directors' interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance are set out in the Directors' Report on page 146 of CLP Holdings' 2025 Annual Report and have remained unchanged as at 17 March 2026, being the latest practicable date prior to the printing of the Notice (latest practicable date).
10. The basis of determining **Directors' emoluments** and the amount of emoluments paid for the year ended 31 December 2025 to each of the Directors who stands for election and re-election at the AGM are set out in the Human Resources & Remuneration Committee Report on page 128 of CLP Holdings' 2025 Annual Report. The Non-executive Directors fees for the respective periods for (i) 10 May 2025 to 9 May 2026; (ii) 10 May 2026 to 9 May 2027; and (iii) 10 May 2027 until the date of the AGM in 2028, were approved by Shareholders at the 2025 AGM held on 9 May 2025 and full details are set out in the Notice of 2025 AGM.

11. The **biographical details** (as at the latest practicable date) of each of the Directors who stand for election and re-election at the AGM are set out in Schedule 1 to the Explanatory Notes. In addition, their responsibilities and attendance at Board and Board Committees including a Board level Panel meetings, as applicable, are set out in the Corporate Governance Report on page 80 of the Company's 2025 Annual Report. Our website also contains the comprehensive biographical details of all our Directors (as updated from time to time).
12. Each of the Independent Non-executive Directors (including Ms May Siew Boi Tan, Mr Chunyuan Gu and Mr Bernard Chan) has met the **independence factors** referred to 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the Listing Rules) and has also given to the Company an annual confirmation of his/her independence for 2025. Mr Brien has also met the independence factors referred to in the Listing Rules 3.13(1) to (8) and has given to the Company his confirmation of independence upon his appointment in February 2026. Mr Brien holds cross-directorship with Mr Nicholas C. Allen since they both serve on the Boards of the Company and Hong Kong Exchanges and Clearing Limited, but only in a non-executive role as Independent Non-executive Directors. The Company considers that such cross-directorship would not undermine the independence of both Mr Brien and Mr Allen. As at the latest practicable date, the Company did not receive any notification from them that there has been a subsequent change of circumstances which affected their independence. These written confirmations also covered the immediate family members of each of the Independent Non-executive Directors. Having regard to the confirmations as well as the actual contributions that each of the Independent Non-executive Directors has made, the Board concluded that each of the Independent Non-executive Directors to be independent.
13. Save for the information referred to in paragraphs 2 to 12 above and set out in Schedule 1 to the Explanatory Notes, as at the latest practicable date, there is **no other information that needs to be disclosed** pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of Shareholders in respect of the Directors who stand for election and re-election at the AGM.
14. Board Diversity at CLP. The proposed election and re-election of Directors should be considered based on merit having regard to the experience, skills and expertise as well as the overall board diversity. More details about CLP Board Diversity are set out in the "Board of Directors" section on page 77 and in the Corporate Governance Report on pages 94 and 95 of the Company's 2025 Annual Report as well as in Schedule 2 to the Explanatory Notes.
15. Pursuant to Article 122 of the Articles of Association of the Company, if a Shareholder wishes to propose a person other than a Director of the Company for election as a Director at the AGM, he/she can deposit a written notice to that effect at the registered office of the Company for the attention of the Company Secretary. In order for the Company to inform Shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, include the person's biographical details as required by Rule 13.51(2) of the Listing Rules, and be signed by the Shareholder concerned and that person indicating his/her willingness to be elected. The period for lodgement of such a written notice will commence no earlier than 27 March 2026 being the day after the despatch of the Notice and end no later than 1 May 2026 which is seven days prior to the date of the AGM. If the notice, either by post or by using electronic means, is received less than 10 business days prior to the AGM, the Company will need to consider the adjournment of the AGM in order to allow Shareholders at least 10 business days' notice of the proposal.

Independent Auditor's Remuneration – Resolution (3)

16. In relation to Resolution (3) in the Notice regarding the authorisation of Directors to fix the Auditor's remuneration, Shareholders should note that, in practice, the amount of Auditor's remuneration for the year 2026 audit cannot be determined at the beginning of the financial year. This is because Auditor's remuneration for any given year varies, in particular by reference to the scope and extent of the audit work which is undertaken during that year.
17. In order to be able to charge the amount of Auditor's remuneration as operating expenses for the year ending 31 December 2026, Shareholders' approval to delegate the authority to the Directors to fix the Auditor's remuneration for the year ending 31 December 2026 is required at the AGM.
18. CLP Holdings recognises the **Auditor's independence** is a fundamental governance principle, PricewaterhouseCoopers (PwC) is required to give an annual confirmation on their independence. The lead audit partner for CLP is subject to rotation every seven years (as per The International Federation of Accountants rules on independence of external auditors). The current lead audit partner was first appointed for the 2021 financial year-end audit and she did not have any prior involvement in the CLP Group audit.

19. In addition, PwC will not be engaged to perform **non-audit work** unless the non-audit work meets the criteria suggested in the Listing Rules and has been pre-approved by the Audit & Risk Committee or its delegates. There must be clear efficiencies and value-added benefits to CLP from the work being undertaken by PwC, with no adverse effect on the independence of their audit work, or the perception of such independence.
20. The work of PwC and the amount of **remuneration** paid to PwC for the year 2025 audit were reviewed by the Audit & Risk Committee, which comprises only Independent Non-executive Directors. In addition, the permissible audit related and non-audit services performed by PwC for the year 2025 were pre-approved by the Audit & Risk Committee or its delegates.
21. We summarise below the amount of remuneration paid to PwC for the audit and permissible audit related and non-audit services for the past three years:

	2025 HK\$M	2024 HK\$M	2023 HK\$M
Audit	48	47	42
Permissible audit related services (percentage to total)	8 (14%)	5 (9%)	7 (14%)
Permissible non-audit services (percentage to total)	– –	3 (5%)	1 (2%)
Total	56	55	50

(For these purposes, **permissible audit related and non-audit services provided by PwC** include any entity under common control, ownership or management with PwC or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally.)

General Mandate to Issue 5% Shares and/or Sell Treasury Shares at 10% Benchmarked Price Discount – Resolution (4)

22. In relation to the general mandate referred to in Resolution (4) in the Notice, an Ordinary Resolution was passed at the AGM held on 9 May 2025 giving a general mandate to the Directors to issue up to five per cent (5%) of the total number of shares of the Company in issue (excluding any treasury shares) and any shares of the Company to be allotted and issued pursuant to this general mandate shall not be at a discount of more than ten per cent (10%) to the Benchmarked Price of such shares of the Company. **No shares have been issued** pursuant to this mandate as at the latest practicable date. The general mandate will lapse at the conclusion of the forthcoming AGM, unless the mandate is renewed at that meeting.
23. The Company acknowledges the possible concern of some minority Shareholders with respect to possible dilution of their shareholding interest resulting from the exercise of the general mandate to issue shares, and has reaffirmed its commitment to use the mandate sparingly and in the interest of all our Shareholders. Accordingly, the Board has continued to propose to **limit the general mandate to five per cent (5%)** of the total number of shares of the Company in issue (excluding any treasury shares) **(rather than twenty per cent (20%))** and without any increase for shares repurchased as permitted by the Listing Rules) as at the date of the Resolution passed by the Shareholders, and that any shares of the Company to be allotted and issued and/or treasury shares to be sold or transferred pursuant to this general mandate **shall not be at a discount of more than ten per cent (10%) (rather than twenty per cent (20%))** as permitted under the Listing Rules) to the Benchmarked Price of such shares of the Company unless and until there is a material change in circumstances or market condition.
24. The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to issue shares and/or sell or transfer treasury shares for flexibility in raising capital as and when needed.

Share Buy-back Mandate of 10% Shares in Issue – Resolution (5)

25. In relation to the general mandate referred to in Resolution (5) in the Notice, an Ordinary Resolution was passed at the AGM held on 9 May 2025 giving a general mandate to the Directors to repurchase shares of the Company on the Hong Kong Stock Exchange representing **up to ten per cent (10%)** of the total number of shares of the Company in issue (excluding any treasury shares). Up to the latest practicable date, no shares were bought back pursuant to this general mandate, which will lapse at the conclusion of the forthcoming AGM, unless the mandate is renewed at that meeting. The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to buy back its own shares on an opportunistic basis for the enhancement of long-term shareholder value. Shareholders' attention is particularly drawn to the implication of share buy-backs under the Codes on Takeovers and Mergers and Share Buy-backs (Takeovers Code) as set out in the Explanatory Statement on Share Buy-back Mandate which accompanies the Notice.

Recommendation

26. The Board of the Company considers that each of the Resolutions (1) to (5) as set out in the Notice is in the best interests of the Company and its Shareholders as a whole and, accordingly, recommends Shareholders to vote in favour of Resolutions (1) to (5) to be proposed at the AGM.

Right to Demand a Poll

27. Pursuant to Articles 76(A) and 76(B) of the Articles of Association of the Company, a resolution put to the vote at the AGM shall be **decided by way of a poll** save that the Chairman of the AGM may in good faith, allow a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands. Where the Chairman allows a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands, **a poll may be demanded at the AGM** (before or upon the declaration of the result of the show of hands) by:
- (a) at least five Shareholders present in person or by proxy having the right to vote at the AGM;
 - (b) a Shareholder or Shareholders present in person or by proxy representing at least five per cent (5%) of the total voting rights of all the Shareholders having the right to vote at the AGM (excluding any voting rights attached to any shares held as treasury shares); or
 - (c) a Shareholder or Shareholders present in person or by proxy holding shares conferring a right to vote at the AGM, being shares on which an aggregate sum has been paid up equal to at least five per cent (5%) of the total sum paid up on all the shares conferring that right (excluding any voting rights attached to any shares held as treasury shares).
28. The results of the poll will be published on the Company's and the Hong Kong Stock Exchange's websites not later than the business day following the AGM.

Schedule 1 – Biographical Details of Directors Standing for Election and Re-election at the AGM

Part A – Election of Director (Newly appointed in 2026)

1. Mr Peter Wilhelm Hubert Brien

Aged 62

Independent Non-executive Director

Member of Audit & Risk Committee, Finance & General Committee and Sustainability Committee

Appointed on 27 February 2026 (less than 1 year)

Skills and Expertise

- Board/Board committees leadership/Other listed roles
- CLP market experience
- Executive leadership
- Strategy & Governance
- Sustainability

Titles, Qualifications and Education

- Solicitor of Hong Kong, and England and Wales
- Bachelor of Laws, University of Birmingham, UK

Other Major Offices

- Hong Kong Exchanges and Clearing Ltd.# (Independent Non-executive Director, member of Audit Committee, Board Executive Committee, Listing Operation Governance Committee and Risk Committee)
- Chinachem Group Holdings Ltd. (Chairman and Independent Non-executive Director)

Public Service

- The Hong Kong Philharmonic Orchestra (Member of the Board of Governors)
- The Hong Kong Club (Member of the General Committee)

Past Experience

Mr Brien was previously Senior Consultant, Hong Kong (2022-2024), Senior Partner, Hong Kong (2013-2022) and Partner (1995-2013) at Slaughter and May, Hong Kong. He was also a Member of the Chairman Pool of Listing Review Committee (2024-2025), and Chairman (2020-2022), Deputy Chairman (2017-2020) and Member (2015-2017) of Listing Committee of the Main Board and GEM of The Stock Exchange of Hong Kong Ltd.

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Mr Brien has no financial or family relationships with any other Directors, Senior Management or substantial or controlling shareholders of the Company.

The securities of these companies are currently listed on the Hong Kong Stock Exchange.

Message from Mr Brien

I am delighted and honoured to have joined the CLP Holdings Board as an Independent Non-executive Director. CLP Holdings is the second Hong Kong listed Board that I have joined as an independent non-executive director, the other being Hong Kong Exchanges and Clearing Ltd. I am also the Chair of Chinachem Group Holdings Ltd., a position that I have taken up since 2024 and having joined as an independent non-executive director in 2023.

When I was a corporate lawyer in private practice, I always enjoyed advising and working with boards and directors on matters of complex corporate transactions, directors' duties and corporate governance. I am very proud to be able to serve on the Board of CLP Holdings, a company that takes corporate governance seriously.

Having served as member of and the Chair of the Listing Committee of The Stock Exchange of Hong Kong Ltd., this has enabled me to develop a well-rounded understanding of the expectations of investors and regulators regarding good governance for Hong Kong listed companies.

I am very excited to be invited to join three of the Board Committees, Audit & Risk Committee, Finance & General Committee and Sustainability Committee. Being an active Member of these Committees will provide me with various different perspectives and insights into CLP and to which I look forward to adding insight and value.



Part B – Re-election of Directors

2. Mrs Yuen So Siu Mai Betty

Aged 68

Non-executive Director

Chair of ERP Panel and Member of Finance & General Committee

Appointed on 1 January 2023 (3 years)

Last elected^ on 5 May 2023

Skills and Expertise

- Board/Board committees leadership/Other listed roles
- CLP market experience
- Executive leadership
- Related industry/Global experience
- Strategy & Governance
- Sustainability

Titles, Qualifications and Education

- Justice of the Peace
- Chartered Professional Accountant
- Bachelor of Commerce, the University of Toronto

Major Positions Held with the Group

- CLP Power Hong Kong Ltd. (Chairman)
- Castle Peak Power Company Ltd. (Chairman)

Other Major Offices

- Sir Elly Kadoorie & Sons Ltd. (Special Advisor)

Public Service

- HKSAR Election Committee (Member)
- Hong Kong General Chamber of Commerce (Past Chairman & Chamber Council member)
- HKTDC Belt and Road & Greater Bay Area Committee (Member)

Past Experience

A qualified accountant by training, Mrs Yuen began her career in public accounting in Canada and worked for ExxonMobil for 13 years before joining CLP in 1999. She was the Managing Director of CLP Power Hong Kong between 2002 and 2009, with overall responsibility for the operations of the Hong Kong business. Mrs Yuen was appointed as the Vice Chairman of CLP Power Hong Kong in 2010, with a primary focus on the strategic direction of the Group's electricity business in Hong Kong and on the Chinese Mainland.

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholder of the Company

Mrs Yuen is a Special Advisor of Sir Elly Kadoorie & Sons Ltd., overseeing a number of Kadoorie Family interest in Hong Kong and overseas and, as such, is associated with the substantial shareholders of the Company.

[^] Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

3. Ms May Siew Boi Tan

Aged 70

Independent Non-executive Director

Chairperson of Audit & Risk Committee; Deputy Chair of ERP Panel; and Member of Finance & General Committee, Human Resources & Remuneration Committee, Nomination Committee and Sustainability Committee

Appointed on 7 August 2018 (7 years)

Last re-elected[^] on 3 May 2024

Skills and Expertise

- Board/Board committees leadership/Other listed roles
- CLP market experience
- Executive leadership
- Strategy & Governance
- Sustainability

Titles, Qualifications and Education

- Fellow of the Institute of Chartered Accountants in England and Wales
- Fellow of the Hong Kong Institute of Certified Public Accountants
- Graduated from the University of Sheffield

Other Major Offices

- Manulife Financial Corporation[#] (Independent Director, Chair of Corporate Governance and Nominating Committee and member of Audit Committee)
- Hang Lung Group Ltd.[#] (Independent Non-executive Director, member of Audit Committee and Nomination and Remuneration Committee)
- MSIG Insurance (Hong Kong) Ltd. (Director)

Public Service

- Asian Corporate Governance Association Ltd. (Council member)
- Hong Kong Youth Arts Foundation (Executive Committee member)

Past Experience

Ms Tan was an Independent Non-executive Director of Link Asset Management Ltd.[#] (as manager of Link Real Estate Investment Trust) from February 2013 to January 2022 and an Independent Non-executive Director of JPMorgan China Growth & Income plc from August 2021 to January 2024. She was also an Executive Director of Standard Chartered Bank (Hong Kong) Ltd. and its Chief Executive Officer from July 2014 to February 2017. She joined Standard Chartered Bank in 2009 as Global Head, Equity Corporate Finance. She was previously the Chief Executive Officer of Cazenove Asia Ltd., and was a partner of Cazenove and Co. Cazenove Asia Ltd. (now known as Standard Chartered Securities (Hong Kong) Ltd.) became part of Standard Chartered Hong Kong in January 2009.

In public service, Ms Tan was the Chairman of The Hong Kong Association of Banks, the ex-officio member of Hong Kong Trade Development Council and a member of the Currency Board Sub-Committee of The Exchange Fund Advisory Committee of Hong Kong Monetary Authority. She was a member of the Listing Committee of The Stock Exchange of Hong Kong Ltd. (from 2012 to 2015) and a member of the Takeovers and Mergers Panel and the Takeovers Appeal Committee of the Securities and Futures Commission (from 2001 to 2013). Ms Tan was also a Council Member (from 2008 to 2017) and the Vice Chairman (from 2012 to 2017) of Oxfam Hong Kong.

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Ms Tan has no financial or family relationships with any other Directors, Senior Management or substantial or controlling shareholders of the Company.

[^] Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

[#] The securities of these companies are currently listed on the Hong Kong Stock Exchange.

4. Mr Chunyuan Gu

Aged 67

Independent Non-executive Director

Chairman of Sustainability Committee; and Member of Audit & Risk Committee, ERP Panel, Finance & General Committee and Human Resources & Remuneration Committee

Appointed on 20 October 2020 (5 years)

Last re-elected[^] on 3 May 2024

Skills and Expertise

- Board/Board committees leadership/Other listed roles
- CLP market experience
- Executive leadership
- Related industry/Global experience
- Strategy & Governance
- Sustainability
- Digital/AI/Cybersecurity

Titles, Qualifications and Education

- Bachelor of Engineering, School of Mechanical Engineering, Shanghai Jiao Tong University
- Doctor of Engineering, School of Aeronautics, Royal Institute of Technology, Stockholm
- General Management Program at Stockholm School of Economics

Other Major Offices

- ABB (China) Ltd. (Chairman of the Board)
- COSMO IoT Technology Co., Ltd. (Independent Director)
- NXP Semiconductors N.V. (Non-executive Director and member of Audit Committee)
- NSK Ltd. (Member of the China advisory council)

Public Service

- China EV 100 (Member)
- Royal Swedish Academy of Engineering Sciences (International member)

Past Experience

Mr Gu has over 30 years of experience working at ABB Ltd (ABB), a global pioneering technology leader in electrification and automation serving customers in utility, industry, transportation and infrastructure. Mr Gu was a member of the ABB Group Executive Committee and President of the Asia, the Middle East and Africa region and President of ABB (China) Ltd. He remains engaged by ABB in an advisory capacity as the Chairman of the Board of ABB (China) Ltd.

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Mr Gu has no financial or family relationships with any other Directors, Senior Management or substantial or controlling shareholders of the Company.

[^] Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

5. Mr Chan Bernard Charnwut

Aged 61

Independent Non-executive Director

Member of Nomination Committee and Sustainability Committee

Appointed on 18 October 2022 (3 years)

Last elected on 5 May 2023

Skills and Expertise

- Board/Board committees leadership/Other listed roles
- CLP market experience
- Executive leadership
- Strategy & Governance
- Sustainability
- Geopolitics/Government relations/Public policy

Titles, Qualifications and Education

- Grand Bauhinia Medal
- Gold Bauhinia Star
- Justice of the Peace
- Bachelor of Arts degree, Pomona College, California, USA

Other Major Offices

- Asia Financial Holdings Ltd.# (Chairman & President, Executive Director, Chairman of Executive Committee, member of Compliance Committee, Remuneration Committee, Nomination Committee, Risk Committee and Investment Committee)
- Cathay Pacific Airways Ltd.# (Independent Non-executive Director, member of Nomination Committee and Remuneration Committee)
- China Resources Beer (Holdings) Company Ltd.# (Independent Non-executive Director, member of Audit Committee and Nomination Committee)
- Yau Lee Holdings Ltd.# (Independent Non-executive Director, Chairman of Remuneration Committee and Corporate Governance Committee, member of Audit Committee and Nomination Committee)
- Bumrungrad Hospital Public Company Ltd. (Director, member of Investment Committee)
- Bank Consortium Holding Ltd. (Director)
- Bangkok Bank (China) Company Ltd. (Advisor)

Public Service

- The Hong Kong Jockey Club (Steward)
- Hong Kong-Thailand Business Council (Chairman)
- Independent Commission Against Corruption (Chairman of Operations Review Committee and ex-officio member of Advisory Committee on Corruption)
- The Hong Kong Council of Social Service (Vice Chairperson)
- Hong Kong Chronicles Institute (Chairman of Council)
- Our Hong Kong Foundation (Chairman)
- West Kowloon Cultural District Authority (Chairman)
- The Jockey Club CPS Ltd. (Director)
- Tai Kwun Culture & Arts Co. Ltd. (Chairman)
- Alibaba Entrepreneur Fund Hong Kong (Governing Board Member)
- Pomona College (Trustee Emeritus)

Past Experience

Mr Chan has over 20 years of experience working with the Hong Kong Government and has extensive experience in the insurance and financial markets in Asia. He was an Independent Non-executive Director of Chen Hsong Holdings Ltd.[#] (until 26 August 2024) and the immediate past Convenor of the Non-Official Members of the Executive Council of the previous Administration of the HKSAR (from 1 July 2017 to 30 June 2022).

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Mr Chan has no financial or family relationships with any other Directors, Senior Management or substantial or controlling shareholders of the Company.

[^] Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

[#] The securities of these companies are currently listed on the Hong Kong Stock Exchange.

Schedule 2 – CLP Board Diversity

In addition to independence and gender, our concept of diversity incorporates a number of different aspects including but not limited to age, cultural and educational background, professional experience, business perspectives, skills, knowledge, ethnicity and length of service.

Our Board Diversity Policy also recognises that board diversity can be achieved without increasing the size of the Board and that a reduction in board size due to retirements without replacement can also be a way to further diversity. The Policy also stipulates a numerical target for female Directors representation on the CLP Holdings Board of not less than 30%.

In our 2025 Annual Report, we have set out the various diversity aspects of our Board. On the assumption that all the Directors as set out in Schedule 1 of the Notice would be re-elected at the 2026 AGM as proposed, set out below is our assessment of the Board diversity:

Length of service

The majority of the Board has a tenure of service below six years and the percentage of Directors with a tenure of service of over nine years is at 23%.

Capacity

Representation of Independent Non-executive Directors will maintain at a strong level of 54%; and representation of Executive Director in the Board will remain at a relatively low level of 8%; thereby allowing greater representation of Independent and Non-executive Directors.

Gender

Gender diversity (female representation) will maintain at a high level of 31% amongst Hong Kong listed companies.

Nationality

The Board will remain reasonably diverse in terms of nationality.

The Directors' skills and expertise as a whole would be as follows:

	Board/Board committees leadership/ Other listed roles	CLP market experience <i>(Hong Kong/ Chinese Mainland (including Greater Bay Area)/ Australia/ India/Taiwan Region and Southeast Asia)</i>	Executive leadership	Related industry/ Global experience <i>(Power sector)</i>	Strategy & Governance <i>(including legal/ regulatory/ HR/finance/ risk and accounting)</i>	Sustainability <i>(including climate-related)</i>	Geopolitics/ Government relations/ Public policy
Non-executive Directors							
The Hon Sir Michael Kadoorie	✓	✓		✓	✓	✓	
Mr Andrew Brandler	✓	✓	✓	✓	✓	✓	
Mr Philip Kadoorie	✓	✓			✓	✓	
Mrs Betty Yuen	✓	✓	✓	✓	✓	✓	
Mr Diego Gonzalez Morales	✓	✓	✓	✓	✓	✓	
Independent Non-executive Directors							
Mr Nicholas C. Allen	✓	✓			✓	✓	
Ms May Siew Boi Tan	✓	✓	✓		✓	✓	
Mr Chunyuan Gu	✓	✓	✓	✓	✓	✓	
Mr Bernard Chan	✓	✓	✓		✓	✓	✓
Ms Wang Xiaojun Heather	✓	✓	✓	✓	✓	✓	✓
Mrs Ann Kung	✓	✓	✓		✓	✓	✓
Mr Peter Wilhelm Hubert Brien	✓	✓	✓		✓	✓	
Executive Director							
Mr T.K. Chiang		✓	✓	✓	✓	✓	✓
Coverage (% of entire Board)	92%	100%	77%	54%	100%	100%	31%
No. of Directors (Full Board of 13)	12	13	10	7	13	13	4

In relation to the areas of expertise on "Digital/AI/Cybersecurity", although these would be regarded as important in the context of the Group's business, however, the Board's skills and knowledge in these areas would be better addressed through other channels such as consultants and experts' briefings, instead of recruiting individual Directors with these specific skills and experience.

EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE

This Explanatory Statement includes information required under Rule 10.06(1)(b) of the Listing Rules to be given to Shareholders in connection with the proposed share buy-back mandate to be granted to the Directors of the Company.

1. Exercise of the Buy-back Mandate

- 1.1 Resolution (5) set out in the Notice will, if passed, give a general unconditional mandate to the Directors authorising the buy-back by the Company of **up to ten per cent (10%)** of the total number of shares of the Company in issue (excluding any treasury shares) at the date of the AGM at any time from the passing of the Resolution until the conclusion of the next AGM of the Company, the expiration of the period within which the next AGM of the Company is required by law to be held, or at any time when the aforementioned mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first (Relevant Period).
- 1.2 On the basis of 2,526,450,570 shares in issue as at the latest practicable date, if the buy-back mandate is exercised in full, this would result in up to 252,645,057 shares being bought back by the Company during the Relevant Period.
- 1.3 If the Company repurchases any shares pursuant to the buy-back mandate provided by Resolution (5) in the Notice, the Company will either (i) cancel the repurchased shares and/or (ii) hold such shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of shares are made.
- 1.4 If the Company holds any treasury shares, any sale or transfer of such treasury shares will be subject to the Company's general mandate referred to in Resolution (4) in the Notice and made in accordance with the Listing Rules, the Company's Articles of Association and applicable laws and regulations of Hong Kong.

2. Reasons for Buy-backs

- 2.1 The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to buy back its own shares. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the value of the shares and/or earnings per share and will only be made when the Directors believe that such buy-back will benefit the Company and its Shareholders.

3. Funding of Buy-backs

- 3.1 In buying back its own shares, the Company may only apply funds legally available for such purpose in accordance with the laws of Hong Kong and the Articles of Association of the Company. Such funds may include profits available for distribution and the proceeds of a fresh issue of shares made for the purpose of the buy-backs.
- 3.2 In the event that the buy-back mandate is exercised in full, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's Annual Report and Financial Statements for the year ended 31 December 2025). However, the Directors do not propose to exercise the buy-back mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or gearing level which in the opinion of the Directors is from time to time appropriate to the Company.

4. Status of Bought-back Shares

- 4.1 The Companies Ordinance and the Listing Rules provide that the shares repurchased by the Company may be held as treasury shares or cancelled. Under the Listing Rules, the listing status of all shares which are held as treasury shares is retained. The Listing Rules also provide that any shares repurchased by the Company and cancelled are automatically delisted and the Company must ensure that the corresponding certificates are cancelled and destroyed.

5. Buy-backs Made by the Company

- 5.1 **The Company has not repurchased any shares** on the Hong Kong Stock Exchange in the six months prior to the date of the Notice.

6. Share Prices

- 6.1 The highest and lowest prices at which shares have been traded on the Hong Kong Stock Exchange during each of the previous 12 months and as at the latest practicable date were as follows:

	Highest HK\$	Lowest HK\$
2025		
March	66.25	63.10
April	67.00	60.45
May	68.00	65.50
June	67.15	65.35
July	68.65	65.35
August	68.30	65.80
September	66.25	64.00
October	66.70	64.45
November	69.10	66.25
December	70.10	66.60
2026		
January	75.00	69.50
February	77.75	72.15
17 March (latest practicable date)	73.80	73.05

7. Disclosure of Interests

- 7.1 None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any shares to the Company or its subsidiaries under the buy-back mandate if such buy-back mandate is approved by Shareholders.
- 7.2 The Directors, so far as the same may be applicable, will exercise the buy-back mandate pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Hong Kong.
- 7.3 No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell shares to the Company or have undertaken not to do so in the event that the buy-back mandate is approved by Shareholders.

8. The Codes on Takeovers and Mergers and Share Buy-backs

- 8.1 If, as a result of share buy-backs by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, may be treated, as a result of share buy-backs by the Company, as having obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.
- 8.2 As at the latest practicable date, the **Kadoorie Family's interests** in the Company (which included interests held through/ by (i) various discretionary trusts of which members of the Kadoorie Family are beneficiaries, (ii) the charities associated with the Kadoorie Family, and (iii) some members of the Kadoorie Family personally (collectively, the Parties)), amounted in aggregate to 885,928,074 shares, **representing 35.0661%** of the total number of shares of the Company in issue.

8.3 If the Parties' holding of voting rights in the Company increases by more than 2% from their lowest percentage holding in the 12 months ending on the date of an acquisition of shares or buy-back of shares by the Company, the Parties may be obliged to make a mandatory general offer under the Takeovers Code unless a waiver is granted by the Securities and Futures Commission. The Company does not presently envisage exercising the buy-back mandate to effect on-market share buy-backs in circumstances where this will trigger a mandatory general offer obligation on the part of the Parties under the Takeovers Code.

9. General

9.1 The Companies Ordinance provides that shareholders' rights attaching to treasury shares are suspended, including the right to vote, and to receive dividends or distributions. It also allows treasury shares to be held in the name of the Company or registered under the name of the CCASS nominee, HKSCC Nominees Limited (**CCASS Nominee**), which means that Shareholders' rights attached to such shares will be automatically suspended once the shares are repurchased by the Company irrespective of whether the shares are held in the name of the Company or the CCASS Nominee. The Company must continue to hold, in the name of the CCASS Nominee, repurchased shares as treasury shares in a segregated account in CCASS. The Company will, upon completion of any share repurchase, give clear written instructions to the Company's Registrar and the relevant broker to update the record to clearly identify those repurchased shares held in CCASS as treasury shares.

10. Confirmation

10.1 The Company confirms that **neither this Explanatory Statement nor the proposed share buy-back has any unusual features.**

Where is the AGM Venue

年會會場位置圖

Celebration Hall 1 & 2, Kai Tak Stadium, Kai Tak Sports Park, 39 Shing Kai Road, Kowloon, Hong Kong

香港九龍承啟道39號啟德體育園啟德主場館**啟慶匯 1 及 2**



Transportation Information

交通資訊

Our AGM Venue is conveniently serviced by the following public transport service:

我們的年會會場交通方便，乘搭以下公共交通工具便可抵達：

- MTR 港鐵
 - Sung Wong Toi Station, take Exit D, turn right and walk straight through to the West Bridge, approximately 5 to 10 minutes' walk as you get to Gate D of Kai Tak Stadium make a left turn towards the Celebration Hall 1 & 2.
宋皇臺站，從D出口離開後右轉，直走經西橋步行約5至10分鐘，到達啟德主場館D閘再轉左前往啟慶匯 1 及 2。

Shareholders may visit the Kai Tak Sports Park's website (<https://www.kaitaksportspark.com.hk/transportation>) to obtain the public transportation information.

股東可瀏覽啟德體育園網站(<https://www.kaitaksportspark.com.hk/tc/transportation>)，以獲取相關公共交通資訊。

For more information on how to access our AGM Venue, please contact us on (852) 2678 8228 or by email to cosec@clp.com.hk.

如欲知悉前往我們年會會場的更多資料，請致電(852) 2678 8228或電郵至cosec@clp.com.hk與我們聯絡。