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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventeenth Annual General Meeting of Shareholders of CLP Holdings Limited 中電控股有限公司 (the Company) will be held at the Jockey Club Auditorium, The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong on Thursday, 7 May 2015, at 11:00 a.m. for the following purposes:

- (1) To receive and consider the audited Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 31 December 2014.
- (2) To re-elect Directors.
- (3) To re-appoint Independent Auditor and authorise Directors to fix Auditor's remuneration.

As special business, to amend the Company's Articles of Association by passing the following Resolution as a Special Resolution:

- (4) "That the new Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the current Articles of Association of the Company."

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

- (5) "That:
 - (a) subject to paragraphs (c) and (d), 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; 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) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights 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 (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the mandate in paragraph (a), 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 of the total number of shares of the Company in issue 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 (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 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 Stock Exchange of Hong Kong Limited 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 Stock Exchange of Hong Kong Limited 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 Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting 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).”

(6) “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 Stock Exchange of Hong Kong Limited, provided that the aggregate number of shares so purchased/bought back or otherwise acquired shall not exceed ten per cent of the total number of shares of the Company in issue 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 Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting 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
April Chan
Company Secretary

Hong Kong, 27 March 2015

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Proxy Information and Voting Record Date

1. A Shareholder entitled to attend and vote at the Annual General Meeting to be held on 7 May 2015 (the AGM) convened by the Notice of AGM (the Notice) is entitled to appoint a proxy or separate proxies to represent respectively the number of the shares held by that Shareholder. Subject to the statutes, any such proxy may attend, speak and vote instead of the Shareholder and need not be a Shareholder of the Company.
2. Proxy forms for use at the AGM are sent to Shareholders together with the 2014 Annual Report on 27 March 2015. The proxy form is published on the website of The Stock Exchange of Hong Kong Limited (the Exchange) and can also be downloaded from the CLP website: www.clpgroup.com. In order to be valid, proxy forms must be completed, signed and deposited at the Company's Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM.
3. The Register of Shareholders will be closed from 5 May 2015 to 7 May 2015, 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 Hong Kong Investor Services Limited, 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 2015.

Directors

4. As at the date of the Notice, Directors of the Company are:

Non-executive Directors: The Hon Sir Michael Kadoorie, Mr William Mocatta, Mr Ronald J. McAulay, Mr J. A. H. Leigh, Mr Andrew Brandler and Dr Y. B. Lee

Independent Non-executive Directors: Mr V. F. Moore, Sir Rod Eddington, Mr Nicholas C. Allen, Mr Vincent Cheng, Mrs Fanny Law, Ms Irene Lee and Dr Rajiv Lal

Executive Director: Mr Richard Lancaster

5. In relation to agenda item No. (2) in the Notice regarding re-election of Directors, Mr William Mocatta, Mr V. F. Moore, Mr Vincent Cheng, The Hon Sir Michael Kadoorie and Mr Andrew Brandler will retire at the AGM by rotation pursuant to Article 103 of the Company's Articles of Association. All the retiring Directors, being eligible, offer themselves for re-election. The re-election of these retiring Directors will be individually voted on by Shareholders.
6. The qualifications, previous experience and length of service with the Company of all Directors who stand for re-election at the AGM are set out in the "Board of Directors" section at page 106 of CLP Holdings' 2014 Annual Report which accompanies this Notice. Their responsibilities and attendance at Board and Board Committees meetings are set out in the Corporate Governance Report of the Company's 2014 Annual Report.
7. Among the five Directors who stand for re-election at the AGM, Mr William Mocatta, The Hon Sir Michael Kadoorie and Mr Andrew Brandler 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" at page 164 of CLP Holdings' 2014 Annual Report and have remained unchanged as at 13 March 2015, being the latest practicable date prior to the printing of the Notice (latest practicable date).
8. The basis of determining Directors' emoluments and the amount of emoluments paid for the year ended 31 December 2014 to each of the Directors who stands for re-election at the AGM are set out in the "Human Resources & Remuneration Committee Report" at page 150 of CLP Holdings' 2014 Annual Report.
9. Other biographical details of each of the Directors who stand for re-election at the AGM, as required by rule 13.51(2) of the Rules Governing the Listing of Securities on the Exchange (the Listing Rules) as at the latest practicable date, are set out below to enable Shareholders to make an informed decision on their re-election. Save for the information set out in this paragraph 9 and in paragraphs 5 to 8 above, there is no other information to be disclosed pursuant to any of the requirements of the provisions 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 re-election at the AGM.

9.1 Mr William Elkin Mocatta (aged 62)

Mr Mocatta is the Vice Chairman of the Company, the Chairman of the Finance & General Committee and the Provident & Retirement Fund Committee, and a Member of the Human Resources & Remuneration Committee of the CLP Holdings Board. He also serves on the boards of various subsidiaries of the Company; namely the chairman of CLP Power Hong Kong Ltd., CLP Properties Ltd., CLP Property Investment Limited, Castle Peak Power Company Limited and Hong Kong Pumped Storage Development Co., Ltd. In the past three years and as at the latest practicable date, Mr Mocatta has served as an alternate director of Hutchison Whampoa Ltd. as well as a non-executive director of The Hongkong and Shanghai Hotels, Ltd. Mr Mocatta is also an executive director of Sir Elly Kadoorie & Sons Ltd. (which manages the Kadoorie Family's interests in Hong Kong and overseas) and, as such, is associated with a substantial shareholder of the Company.

9.2 Mr Vernon Francis Moore (aged 68)

- (a) Mr Moore is an Independent Non-executive Director of the Company, the Chairman of the Audit Committee and a Member of the Finance & General Committee and the Human Resources & Remuneration Committee of the CLP Holdings Board. In the past three years and as at the latest practicable date, Mr Moore serves as an executive director of CITIC Limited (formerly known as CITIC Pacific Ltd) from 1990 to 2014 and chief financial officer from 1990 to 2005 and 2008 to 2014. As a director of CITIC Pacific Limited, Mr Moore was a subject of the investigation into the affairs of CITIC Pacific Limited by the Securities and Futures Commission (SFC) in 2008, and a subject of the investigation of alleged offences namely, (i) false statements by company directors; and/or (ii) conspiracy to defraud under the common law by the Commercial Crime Bureau of the Hong Kong Police Force in 2009. The SFC has instituted proceedings in September 2014 against CITIC Limited and five of its former executive directors, but not including Mr Moore. The Company has no reason to believe that these investigations (whose existence has already been disclosed by the Company) concern, either directly or indirectly, any aspect of the affairs of the Company. The Board does not consider these matters to have any bearing upon Mr Moore's proposed re-election as a Director of the Company. Mr Moore is also the chairman of both the New Hong Kong Tunnel Co. Ltd. and the Western Harbour Tunnel Co. Ltd, a director and the chief financial officer of CITIC Pacific Limited, and a vice patron of the Community Chest of Hong Kong.
- (b) Mr Moore was first appointed to the Board in 1997 and has, therefore, served for more than nine years. He has no financial or family relationships with any other Directors, Senior Management or substantial or controlling shareholders of the Company. He has met the independence guidelines set out in rule 3.13 of the Listing Rules and has submitted to the Exchange a written confirmation concerning his independence to the Company. Mr Moore has also given to the Company an annual confirmation of his independence. The Board, therefore, considers him to be independent and believes that he should be re-elected, in particular because of his experience and contribution to the Board.

9.3 Mr Cheng Hoi Chuen, Vincent (aged 66)

Mr Cheng is an Independent Non-executive Director of the Company, the Chairman of the Human Resources & Remuneration Committee and a Member of the Finance & General Committee and the Nomination Committee of the CLP Holdings Board. In the past three years and as at the latest practicable date, Mr Cheng has served as an independent non-executive director of MTR Corporation Limited, Great Eagle Holdings Limited, China Minsheng Banking Corp., Ltd., Shanghai Industrial Holdings Limited, Wing Tai Properties Limited and Hutchison Whampoa Limited. He is also an independent non-executive director of Hui Xian Asset Management Limited. Mr Cheng was the adviser to the group chief executive of HSBC Holdings plc between June 2011 and May 2012, chairman of The Hongkong and Shanghai Banking Corporation Limited, HSBC Bank (China) Company Limited and HSBC Bank (Taiwan) Limited between May 2005 to May 2011, an executive director of HSBC Holdings plc (February 2008 to May 2011), and a non-executive director of HSBC Bank (Vietnam) Limited (November 2008 to November 2010). He was also an independent non-executive director of Swire Properties Limited until 14 April 2012. He has no financial or family relationships with any other Directors, Senior Management or substantial or controlling shareholders of the Company. He has submitted to the Exchange a written confirmation concerning his independence to the Company. He has also given to the Company an annual confirmation of his independence. The Board, therefore, considers him to be independent and believes that he should be re-elected, in particular because of his experience and contribution to the Board.

9.4 The Honourable Sir Michael Kadoorie (aged 73)

Sir Michael Kadoorie is the Chairman of the Company and Chairman of the Nomination Committee of the CLP Holdings Board. In the past three years and as at the latest practicable date, he has served as chairman of The Hongkong and Shanghai Hotels, Ltd., an independent non-executive director of Hutchison Whampoa Ltd. as well as an alternate director of Hong Kong Aircraft Engineering Co. Ltd. He is a substantial shareholder of the Company and the brother-in-law of a fellow Director, Mr Ronald J. McAulay.

9.5 Mr Andrew Clifford Winawer Brandler (aged 58)

Mr Brandler is a Non-executive Director of the Company effective from 1 April 2014. He is also a Member of the Finance & General Committee and the Sustainability Committee of the CLP Holdings Board and a Director of EnergyAustralia Holdings Limited (a wholly-owned subsidiary of CLP Holdings). In the past three years and as at the latest practicable date, Mr Brandler has served as a non-executive director and deputy chairman of The Hongkong and Shanghai Hotels, Limited and a non-executive director of Tai Ping Carpets International Limited. Mr Brandler was also the Group Managing Director and Chief Executive Officer of the Company from 6 May 2000 to 30 September 2013. He continued to serve on the Board as an Executive Director until his redesignation as a Non-executive Director on 1 April 2014. Mr Brandler is the chairman of Sir Elly Kadoorie & Sons Ltd. (which manages the Kadoorie Family's interests in Hong Kong and overseas) and, as such, is associated with a substantial shareholder of the Company.

10. Pursuant to Article 106 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 lodgment of such a written notice will commence no earlier than 28 March 2015 being the day after the despatch of the Notice and end no later than 30 April 2015 which is seven days prior to the date of the AGM. If the notice is received less than 15 days prior to the AGM, the Company will need to consider the adjournment of the AGM in order to allow Shareholders 14 days' notice of the proposal.

Independent Auditor's Remuneration

11. In relation to agenda item No. (3) in the Notice regarding the authorisation of Directors to fix Independent Auditor's remuneration, Shareholders should note that, in practice, the amount of Auditor's remuneration for the year 2015 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.
12. In order to be able to charge the amount of Auditor's remuneration as operating expenses for the year ending 31 December 2015, Shareholders' approval to delegate the authority to the Directors to fix the Auditor's remuneration for the year ending 31 December 2015 is required at the AGM.
13. The work of the Auditor and the amount of remuneration paid to the Auditor for the year 2014 audit has been reviewed by the Audit Committee, which comprises only Independent Non-executive Directors. The approved amount of Auditor's remuneration and fees paid to the Auditor for permissible audit related and non-audit services are disclosed on page 125 of CLP Holdings' 2014 Annual Report. All permissible audit related and non-audit services performed by the Auditor were pre-approved by the Audit Committee.

Adoption of New Articles of Association

14. The new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (NCO) came into force on 3 March 2014. The Board proposes to ask Shareholders to adopt a new set of Articles of Association (New Articles) to update various provisions contained in the current Articles of Association (Current Articles) in order to bring them into line with the NCO. In addition, a number of procedural changes, mainly relating to the conduct of General Meetings, are also being proposed to reflect the evolution of the current practices of the Company. The opportunity will also be taken to make some consequential and housekeeping changes. A summary of the proposed amendments is set out in the Explanatory Statement on the New Articles of Association which accompanies the Notice.
15. Given the number of changes proposed, it is proposed to adopt the New Articles in their entirety, rather than to insert separate amendments in the Current Articles.
16. The full text of the New Articles (both marked up to show the changes in the New Articles compared to the Current Articles, and as a clean document) are available in [English](#) and [Chinese](#) on the Company's website (www.clpgroup.com). The Chinese translation of the New Articles is for members' reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.
17. A copy of the New Articles will also be available (a) for inspection at the Company's registered office at 8 Laguna Verde Avenue, Hung Hom, Kowloon, Hong Kong during normal business hours on any business day (excluding Saturday) from now until 7 May 2015, or (b) upon request in writing to the Company Secretary.

General Mandate to issue shares

18. In relation to the general mandate referred to in Resolution (5) in the Notice, an Ordinary Resolution was passed at the Annual General Meeting held on 8 May 2014 giving a general mandate to the Directors to issue up to five per cent of the share capital of the Company in issue 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 of 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. The Company acknowledges the concern of 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 of the total number of shares of the Company in issue (rather than twenty per cent allowed 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 pursuant to this general mandate shall not be at a discount of more than ten per cent (rather than twenty per cent as limited under the Listing Rules) of the Benchmarked Price of such shares of the Company unless and until there is a material change in circumstances or market condition.
19. 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 for flexibility in raising capital as and when needed.

Share Buy-back Mandate

20. In relation to the general mandate referred to in Resolution (6) in the Notice, an Ordinary Resolution was passed at the Annual General Meeting on 8 May 2014 giving a general mandate to the Directors to repurchase shares of the Company on the Exchange representing up to ten per cent of the share capital of the Company in issue. 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 as set out in the Explanatory Statement on Share Buy-back Mandate which accompanies the Notice.

Recommendation

21. The Board of the Company considers that the Resolutions (1) to (6) as set out in the Notice of AGM are in the best interests of the Company and its Shareholders as a whole and, accordingly, recommends Shareholders to vote in favour of the Resolutions (1) to (6) to be proposed at the AGM.

Right to demand a poll

22. Pursuant to the NCO, a poll may be demanded at the AGM on any of the Resolutions 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 of the total voting rights of all the Shareholders having the right to vote at the AGM;
 - (c) a Shareholder or Shareholders present in person or by proxy holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to at least five per cent of the total sum paid up on all the shares conferring the right; or
 - (d) the Chairman of the AGM.
23. Since 2004, the Chairman has demanded a poll on each of the resolutions submitted for determination at General Meetings of Shareholders. The Chairman will continue to demand a poll on each of the questions submitted for determination at the forthcoming AGM. The results of the poll will be published on the Company's and the Exchange's websites not later than the business day following the AGM, as well as in the Minutes of the AGM which will also be published on CLP website.

EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE

This Explanatory Statement includes information required under Rule 10.06(1)(b) of the Rules Governing the Listing of Securities (Listing Rules) on The Stock Exchange of Hong Kong Limited (the Exchange) to be given to Shareholders in connection with the proposed share buy-back mandate to be granted to the Directors of CLP Holdings Limited 中電控股有限公司 (the Company).

1. Exercise of the Buy-back Mandate

- 1.1 Resolution (6) set out in the Notice of Annual General Meeting (AGM) will, if passed, give a general unconditional mandate to the Directors authorising the buy-back by the Company of up to ten per cent of the total number of shares of the Company in issue 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 13 March 2015, being the latest practicable date prior to the printing of the Notice of AGM (the Latest Practicable Date), exercise in full of the buy-back mandate would result in up to 252,645,057 shares being bought back by the Company during the Relevant Period.

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 2014). 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 Listing Rules provide that all the shares purchased by the Company are automatically delisted and the Company must ensure that the corresponding certificates are cancelled and destroyed. Under the NCO, the shares so purchased in accordance with the proposed mandate will be regarded as cancelled.

5. Share Prices

- 5.1 The highest and lowest prices at which shares have been traded on the Exchange during each of the previous 12 months and as at the Latest Practicable Date were as follows:

	Highest HK\$	Lowest HK\$
2014		
March	61.10	56.00
April	62.30	58.50
May	64.00	60.60
June	65.20	62.25
July	64.70	62.85
August	67.80	63.55
September	67.35	62.05
October	66.80	61.80
November	68.35	65.80
December	67.90	64.10
2015		
January	69.60	65.35
February	69.85	67.00
13 March (Latest Practicable Date)	65.35	64.45

6. Disclosure of Interests

- 6.1 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.
- 6.2 The Directors have undertaken to the Exchange that, so far as the same may be applicable, they will exercise the buy-back mandate pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Hong Kong.
- 6.3 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.

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

- 7.1 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 Codes on Takeovers and Mergers and Share Buy-backs (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.
- 7.2 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 884,628,674 shares, representing 35.0147% of the shares of the Company in issue.
- 7.3 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 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.

8. Buy-backs made by the Company

- 8.1 The Company has not repurchased any shares on the Exchange in the six months prior to the date of the Notice of AGM.

EXPLANATORY STATEMENT ON THE NEW ARTICLES OF ASSOCIATION

The purpose of this Explanatory Statement is to provide a summary of the changes proposed to the Current Articles. This Explanatory Statement, where relevant, adopts definitions used in the section called “Explanatory Notes to the Notice of Annual General Meeting” as well as definitions found in the Current Articles.

1. Memorandum of Association

- 1.1 Upon commencement of the NCO, the Memorandum of Association was abolished. Currently, the conditions which appeared in the Memorandum of Association immediately before the commencement of the NCO are now deemed to be contained in the Current Articles.
- 1.2 Since it is proposed to adopt the New Articles in their entirety, it is proposed to set out the remaining relevant provisions of the Memorandum of Association in paragraphs 1, 2 and 3 of the New Articles.

2. Share capital, transfers, registers and stock

- 2.1 It is proposed to amend Current Article 4 (New Article 6) to match the powers set out in the NCO of a listed company to redeem or buy back its shares.
- 2.2 The NCO now requires directors, upon request, to provide a statement of the reasons if they refuse to register a transfer of shares (which the Board is only able to do in certain circumstances if the transfer does not comply with the technical requirements of the Current Articles). It is proposed to update the wording in Current Article 39(B) (New Article 40(B)) to reflect the requirement of the NCO to provide a statement of reasons.
- 2.3 The NCO allows the Company to extend the suspension of registration of shares from 30 days for another 30 days if such extension is approved in a General Meeting. It is proposed to update Current Article 41 (New Article 42) to include this power.
- 2.4 The Company is now only entitled to destroy instruments of transfer and other related documents after the expiration of ten years (which was previously six years) from the date of registration. It is proposed to update Current Article 42 (New Article 43) to comply with this NCO requirement.
- 2.5 The NCO abolishes the concept of stock. Current Articles 48 to 51 will therefore be removed.
- 2.6 The NCO introduces additional ways of altering a company’s share capital, for example, to allow a company to capitalise its profits without issuing new shares and to allot and issue bonus shares without increasing share capital. As a result, it is proposed to update Current Article 52 (New Article 49) to permit the Company to alter its capital in any one or more of the ways permitted by the Statutes.
- 2.7 Whilst forfeiture of shares is not currently a practical consideration for the Company because, as a listed company, it cannot issue partly paid shares, the Current Articles (like the articles of association of many listed companies) do contain forfeiture provisions and consequently, it is proposed to update the following provisions to align them with the NCO:
 - 2.7.1 The NCO permits the Company by Ordinary resolution to cancel any shares which have been forfeited. It is proposed to amend Current Article 53(C) (New Article 50(iii)) to reflect this permission;
 - 2.7.2 It is proposed to update the Company’s Articles relating to calls on shares so they align more closely with the NCO. As a result, Current Article 19 (New Article 21) has been updated to remove the need to provide notice in the Gazette; and
 - 2.7.3 It is proposed to update Current Article 21 (New Article 22) to provide that the time at which a call is made can be set out in the resolution of the Board, rather than the call only being made at the time of the resolution.

3. Meetings, polls, voting and proxies

- 3.1 The NCO does not use the term “Extraordinary General Meeting” so it is proposed to make all references in the New Articles either to “General Meetings” or “Annual General Meetings” as the context requires.

- 3.2 The NCO provides that, subject to the provisions of a company's articles of association, notices of General Meetings must also be sent to every director of a company and not just to members and auditors. As a result, it is proposed to update Current Article 58 (New Article 54) to align it with the NCO. In addition, the reference to a member so entitled in the NCO includes any person who is entitled to a share in consequence of the death or bankruptcy of a member, if the company has been notified of that person's entitlement. It is proposed to update Current Article 47 (New Article 48) to reflect this NCO requirement.
- 3.3 The NCO now shortens the notice period required for special resolutions (outside an AGM) from 21 days to 14 days. Current Article 58 requires notice for special resolutions to be 21 clear days. It is the Board's view that as special resolutions are likely to be important, they attach great importance to ensuring that Shareholders have sufficient time to consider them. Therefore, the Board has decided not to shorten the notice period from 21 to 14 days and accordingly Current Article 58 (New Article 54) is unchanged in this respect.
- 3.4 The NCO allows a member to appoint multiple proxies to exercise all or any of the member's rights to attend and to speak and vote at a General Meeting. It is proposed to update Current Article 59 (New Article 55), and delete Current Article 81 (to be replaced with New Article 89) to reflect this NCO provision.
- 3.5 Current Article 60 (New Article 56) is proposed to be updated to comply with the NCO which now requires a notice of General Meeting to set out any proposed requisitioned resolution (and not just the "general effect" of the requisitioned resolution). In addition, the treatment of costs incurred relating to the requisitioned resolution is left now to the Statutes in accordance with the new requirements of the NCO.
- 3.6 It is proposed to amend Current Article 64 (New Article 61) so that the quorum requirement for a General Meeting is amended from ten members present in person and entitled to vote to ten members present in person or by proxy and entitled to vote. As many members appoint proxies rather than attend themselves, this proposal will ensure that a quorum will be maintained throughout a General Meeting.
- 3.7 To keep up with technological developments, the NCO permits a company (subject to any provision of the company's Articles) to hold a General Meeting at two or more locations using any technology that enables the members of the company who are not together at the same place to listen, speak and vote at the meeting. It is therefore proposed to amend Current Article 67(A) (New Article 65) to align with the NCO in this respect save that a requirement will be imposed that the principal meeting place must be in Hong Kong.
- 3.8 The Current Articles do not currently contain any procedures to deal with General Meetings disrupted by a black rainstorm warning or a gale warning. As a result, it is proposed to amend Current Article 67(F) (New Article 70) and insert New Article 58 by granting the Directors the power to provide in notices of General Meetings that if a black rainstorm or gale warning is in force on the day of the General Meeting, the meeting may be postponed. Additionally, it is proposed to amend Current Article 67(C) (New Article 67) to expand the Chairman's ability to deal effectively with any unruly behaviour or other disruption at a General Meeting.
- 3.9 The NCO requires the Chairman to demand a poll if, before or on the declaration of the result on a show of hands, he knows from the proxies received by the Company that the result on a show of hands would be different from that on a poll. It is proposed to update Current Article 68 (New Article 76) to reflect this obligation.
- 3.10 The NCO has lowered the threshold of voting rights which members must have in order to demand a poll from 10% to 5%. It is proposed to update Current Articles 68(ii) and (iii) (New Articles 76(ii) and (iii)) to reflect this change.
- 3.11 Pursuant to Current Article 70 (New Article 78), the Chairman has the power to adjourn a General Meeting to some place and time fixed by him for the purpose of declaring the result of a poll. It is proposed to amend this Article so that:
- 3.11.1 in accordance with our current practice, the Chairman shall have the power to delegate any other Director or the Company Secretary to be the Chairman of such adjourned meeting; and
- 3.11.2 the Chairman shall have the power to determine that the results of the poll, if certified by any Director or the Company Secretary, be published on the Company's website without the requirement for the results to be declared at any meeting or adjourned meeting.
- 3.12 The NCO now permits proxies to vote on a show of hands provided that if more than one proxy has been appointed by a member, then such proxies are not entitled to vote on a show of hands. To align the Current Articles with the NCO, it is proposed to amend Current Article 75 (New Article 83) to provide this right.

- 3.13 The NCO renders void a provision of the Current Articles in so far as it would have the effect of requiring the appointment of a proxy to be received earlier than 48 hours before the time for holding the meeting or earlier than 24 hours before the time appointed for the taking of a poll. Currently, Current Article 83 (New Article 92) stipulates that the instrument appointing a proxy is required to be received not less than 48 hours before the time for holding the meeting or not less than 24 hours before the time appointed for the taking of a poll. It is proposed to amend Current Article 83 (New Article 92) to reflect the NCO position.
- 3.14 The NCO requires provision for two-way voting in all proxies. Current Article 86 (New Article 95) complies with this requirement except it is proposed to clarify the Article so that the reference to procedural resolutions is to resolutions raised at the meeting. The removal of two-way voting on auditors' remuneration does not comply with the NCO and it is proposed to delete this part of Current Article 86 (New Article 95).
- 3.15 It is proposed to update Current Article 115 (New Article 132) to expressly allow the Board to convene board meetings via telephone, video or other electronic means.
- 3.16 As a number of the Company's Directors are based outside Hong Kong, it is proposed to update Current Article 117 (New Article 134) to permit Directors (or their alternates) absent from Hong Kong to provide an address to the Company to which notices of Board meetings may be sent, and also to be able to waive notice of any meeting either prospectively or retrospectively.
- 3.17 It is proposed to amend Current Article 122 (New Article 139). Currently, Directors absent from Hong Kong are not required to participate in a written resolution of the Directors. It is proposed to extend this provision so that Directors (or their alternates) who are unable to act through ill-health or disability are also not required to participate in a written resolution of the Directors. To provide further flexibility, it is proposed to clarify (i) the form which the written resolutions may take, including being in electronic form, and (ii) that in any event, a written resolution must be signed by at least the number of Directors constituting a quorum required to convene a Board meeting.

4. Communications and notices

- 4.1 The NCO allows documents or information relating to proxies to be sent or supplied in electronic form to the Company. The Current Articles do not currently provide this ability. It is therefore proposed to amend Current Article 83 (New Articles 91 and 92) to give the Company the right, in its discretion, to provide an electronic address for the receipt of any document or information relating to proxies for a General Meeting, as well as being able to impose any condition on the transmission and receipt of such communications.
- 4.2 The Current Articles do not contain provisions dealing with situations where the Company sends notices to members which are returned undelivered. It is proposed to insert New Articles 170 and 171 to allow the Company to stop sending notices to a member where the Company has sent two consecutive documents within 12 months and both documents have been returned undelivered, as well as to provide a mechanism for the member to become entitled to receive notices again.
- 4.3 The NCO requires deemed service by post to be the second business day after the posting of the relevant notice. As a result, it is proposed to amend Current Article 151 (New Article 172) accordingly.

5. Directors

- 5.1 The NCO has broadened the obligations on Directors to declare the nature and extent of their interests. As a result, it is proposed to update Current Article 97 (New Article 106) to accord with the NCO requirements.
- 5.2 In order to keep pace with the emerging changes in corporate governance practices which may in future require more than one third of Directors to retire at Annual General Meetings, it is proposed to amend Current Article 103 (New Article 119) so that the Board has the ability to require a higher proportion than one-third to retire from office, if it thinks appropriate.

6. Seal

- 6.1 The NCO now allows the Company to execute documents as deeds without the use of a seal (by requiring the deed to be signed by two Directors or one Director and the Company Secretary). It is proposed to update Current Article 128 (New Articles 145 and 146) to allow the Company to execute documents as deeds without the use of a seal. It is also proposed to amend Current Article 102B (New Article 118B) so that powers of attorney may be executed without the need for a seal.

- 6.2 It is proposed to amend Current Article 12(B) (New Article 14(B)) to permit the Company to seal and sign share certificates mechanically or by print. This will make the production of share certificates more efficient and less time-consuming.

7. Directors' indemnity

- 7.1 The NCO has amended the provisions related to indemnification of officers. Instead of leaving the Articles generic and subject to the Statutes, it is proposed to replace Current Article 156 with New Articles 177 to 179 to reflect the more comprehensive provisions of the NCO.

8. Other amendments

- 8.1 The "no-par value" regime under the NCO has rendered certain terminology and concepts in the Current Articles obsolete. It is proposed to update the Current Articles by removing such concepts and removing references to "authorised share capital", "par", "nominal", "unissued", "capital redemption reserve" and "share premium account" throughout.
- 8.2 Other minor amendments to the Current Articles are also proposed. These changes are for the purpose of aiding clarity, making consequential amendments in line with the above proposed amendments as well as updating statutory references and updating, for example, outdated accounting terminology.

The legal advisors of the Company have confirmed that the proposed amendments to the Articles of Association comply with the requirements of the Listing Rules and applicable laws of Hong Kong. The Company confirms that there is nothing unusual about the proposed amendments for a Hong Kong company listed on the Stock Exchange.

GUIDE FOR SHAREHOLDERS TO ATTEND THE AGM

WHERE TO ATTEND?

The seventeenth AGM of Shareholders of CLP Holdings Limited will be held at the Jockey Club Auditorium, The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong. Please see the location plan of the Jockey Club Auditorium as printed overleaf for the location of the AGM venue. A transportation guide to access the AGM venue is also provided for Shareholders' reference.

Shareholders are asked not to take items such as large bags, cameras, audio recording equipment or video recorders to the AGM. For security reasons, Shareholders may have their bags searched and will be requested to leave all such items at the entrance of the AGM venue before entering.

HOW TO VOTE?

As a registered member of the Company, a Shareholder is entitled to attend the AGM and cast his/her vote in person. If you are a registered Shareholder and do not plan to attend the AGM, you may appoint a proxy or separate proxies to represent respectively the number of the shares held by you and instruct your proxy(ies) to cast your vote at the AGM. For appointment of proxy, please refer to Explanatory Notes to the Notice of AGM on page 3 of this document.

As a non-registered member of the Company (i.e. your shares are held through a nominee), you may instruct your broker to appoint you as a corporate representative to attend and vote at the AGM.

A voting paper/device will be given to every Shareholder/proxy upon his/her registration at the AGM. Please use the voting paper/device to cast your votes on a poll at the AGM.

TYPHOON OR BLACK RAINSTORM WARNING

Shareholders are requested to telephone the Company's hotline on (852) 2678 8228 for arrangements of the AGM in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the AGM.

往賽馬會綜藝館的交通路線提示

TRANSPORTATION GUIDE TO JOCKEY CLUB AUDITORIUM

乘搭香港鐵路 By Mass Transit Railway (MTR)

請於紅磡站“A1”出口沿站內指示牌便可到達香港理工大學，或於佐敦站“D”出口，沿柯士甸道步行約12分鐘便可到達香港理工大學暢運道入口，然後使用噴泉廣場的主樓梯往平台，沿指示牌前往賽馬會綜藝館。

Please get off at Hung Hom Station Exit A1 and follow the directional signage for The Hong Kong Polytechnic University, or get off at Jordan Station, take Exit D and walk along Austin Road for approximately 12 minutes. Please enter The Hong Kong Polytechnic University through Cheong Wan Road entrance and take the main staircase at the Fountain Square to the podium and follow the directional signage for Jockey Club Auditorium.

乘搭巴士 By Bus

以下巴士路線只供參考：

The following bus routes are for reference only:

香港海底隧道巴士站

Hong Kong Cross Harbour Tunnel Bus Stop

101, 101R, 102, 102P, 102R, 103, 104, 106, 107, 108, 109, 110, 111, 112, 113, 115, 116, 117, 118, 170, 171, 171P, 182

下車後，請使用行人天橋前往香港理工大學平台，然後沿指示牌往綜藝館。

After getting off, please take the footbridge leading to the podium of the University and follow the directional signage for the Auditorium.

香港理工大學巴士站

The Hong Kong Polytechnic University Bus Stop

5, 5C, 8, 8A, 26, 28, 41A, 98D, 98P, 215X, 260X

下車後，請使用噴泉廣場的主樓梯往平台，然後沿指示牌往綜藝館。

After getting off, take the main staircase at Fountain Square to the podium and follow the directional signage for the Auditorium.

乘搭的士 By Taxi

請於育才道的落客區下車，然後沿指示牌往綜藝館。

Please get off at the drop off area at Yuk Choi Road and follow the directional signage for the Auditorium.



Location Plan of Jockey Club Auditorium 賽馬會綜藝館位置圖

