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中電控股有限公司

CLP Holdings Limited

(incorporated in Hong Kong with limited liability)

(Stock Code: 00002)

Announcement –

Introduction of CDPQ as a strategic shareholder of CLP India

Highlights

- This announcement is in relation to the Transaction whereby Caisse de dépôt et placement du Québec will become a strategic 40% shareholder of CLP India.
- CLP will maintain a majority 60% shareholding in CLP India.
- India will continue to be a primary growth market for CLP and CLP and Caisse de dépôt et placement du Québec are aligned on the strategy for the long-term growth of CLP India.
- CLP India will seek to expand investments in low-carbon growth areas.
- The Transaction is by way of a conditional sale and purchase of 40% of the existing shares in CLP India and completion is subject to the fulfilment of conditions precedent.

The Transaction

The Transaction will introduce Caisse de dépôt et placement du Québec (“CDPQ”) as a strategic shareholder of CLP India Private Limited (“CLP India”).

The Indian market has been, and will continue to be, a primary growth market for CLP and CDPQ, a leading global institutional investor. The Transaction will bring in CDPQ as a strategic 40% shareholder of CLP India with CLP maintaining a majority 60% shareholding in CLP India.

CLP and CDPQ are aligned on the strategy for CLP India and it is envisaged that with the strategic backing and financial support of both shareholders, CLP India will pursue a faster path of growth to a long-term sustainable business with a larger and more diversified portfolio. CLP India will seek to expand investments in low-carbon growth areas including

renewable energy investments as well as non-generation business opportunities in transmission, distribution and other customer-focused businesses. Innovation and new business models will also be pursued as and when the opportunities arise. These strategic objectives are captured in a shareholders' agreement for CLP India that will take effect at completion of the Transaction.

Under the Transaction, the CLP Group will transfer to CDPQ a 40% shareholding in its wholly-owned subsidiary CLP India for a cash consideration of INR26.4 billion. Completion of the Transaction is subject to the fulfilment of various conditions precedent including regulatory approvals.

To undertake the Transaction, a conditional sale and purchase agreement was entered into on 13 September 2018 (after market close), between CLP GPEC (Mauritius) Holdings Limited (a wholly-owned subsidiary of the CLP Group) and CDPQ Infrastructures Asia II Pte. Ltd. At completion, CDPQ Infrastructures Asia II Pte. Ltd will become a 40% shareholder of CLP India and CLP India will remain a subsidiary of the CLP Group.

CLP India

CLP India is currently 100% owned by the CLP Group. CLP India holds a broad generation portfolio in India and its recent focus has been on expanding its low-carbon business. CLP India is one of the largest foreign players in the Indian power industry and a leading renewable energy developer.

CDPQ

CDPQ is a long-term institutional investor that manages funds primarily for public and parapublic pension and insurance plans. As at 30 June 2018, CDPQ held CA\$308.3 billion in net assets. As one of Canada's leading institutional fund managers, CDPQ invests globally in major financial markets, private equity, infrastructure, real estate and private debt.

Over the years, CDPQ has made direct investments in growth markets, including in the energy sector. CDPQ announced last year its investment strategy to address climate change. The strategy covers the entire CDPQ portfolio and sets out targets and actions for CDPQ to make a constructive contribution, as an investor, to the transition toward a low-carbon global economy and to seize profitable investment opportunities. This includes a CA\$8 billion increase in low-carbon investments over a three-year period.

General

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong). This Transaction does not constitute a Notifiable Transaction for the Company under the Listing Rules, as the percentage ratios calculated in accordance with the Listing Rules in respect of the Transaction do not exceed the five percent threshold.

In this announcement, INR represents Indian Rupee and CA\$ represents Canadian Dollar - for illustration purposes only, reference exchange rates for this announcement are INR1.00 = HK\$0.10877 and CA\$1.00 = HK\$6.04157; the "Company" or "CLP" means CLP Holdings Limited; "CLP Group" means CLP Holdings Limited and its group of companies; and, as the context may require, "CLP" and "CLP Group" may be used interchangeably.

By Order of the Board
David Simmonds
Company Secretary

Hong Kong, 13 September 2018

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The Directors of the Company as at the date of this announcement are:

Non-executive Directors:

The Hon Sir Michael Kadoorie, Mr William Mocatta,
Mr J. A. H. Leigh, Mr Andrew Brandler,
Dr Y. B. Lee and Mr Philip Kadoorie

Independent Non-executive Directors:

Mr V. F. Moore, Sir Rod Eddington,
Mr Nicholas C. Allen, Mr Vincent Cheng,
Mrs Fanny Law, Mrs Zia Mody and Ms May Siew Boi Tan

Executive Directors:

Mr Richard Lancaster and Mr Geert Peeters



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