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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the nineteenth Annual General Meeting of Shareholders of CLP Holdings Limited 中電控股有限公司 (the Company) will be held at the Grand Ballroom, 1/F., Crowne Plaza Hong Kong Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong on Friday, 5 May 2017, 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 2016.
- (2) To 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 2017.

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), 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 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 (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).”

(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 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  
**David Simmonds**  
Company Secretary

Hong Kong, 28 March 2017

## 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 (the AGM) is entitled to appoint a proxy to exercise the Shareholder's rights at the AGM. A Shareholder may also appoint separate proxies to represent respectively the number of the shares held by the Shareholder that is specified in the proxy forms. A 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 were sent to Shareholders together with the 2016 Annual Report on 28 March 2017. The proxy form is published on the website of The Stock Exchange of Hong Kong Limited (the Stock Exchange) and can also be downloaded from the CLP website: [www.clpgroup.com](http://www.clpgroup.com). Proxy forms must be completed, signed and deposited either at the Company's Registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via email to [CLP2017.eproxy@computershare.com.hk](mailto:CLP2017.eproxy@computershare.com.hk), in each case, not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM.
3. The email address provided in paragraph 2 is provided only for receiving proxy forms relating to this AGM and will not be in use after the deadline stated in paragraph 2 above.
4. The Register of Shareholders will be closed from 28 April 2017 to 5 May 2017, 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, Shops 1712-1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 27 April 2017.

### Re-election of Directors – Resolutions (2)

5. 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 William Elkin Mocatta, Mr John Andrew Harry Leigh, Mr Andrew Clifford Winawer Brandler and Dr Lee Yui Bor

Independent Non-executive Directors: Mr Vernon Francis Moore, Sir Roderick Ian Eddington, Mr Nicholas Charles Allen, Mr Cheng Hoi Chuen Vincent, Mrs Law Fan Chiu Fun Fanny, Ms Lee Yun Lien Irene and Mrs Zia Mody

Executive Directors: Mr Richard Kendall Lancaster and Mr Geert Herman August Peeters

6. In relation to Resolutions (2) in the Notice regarding re-election of Directors, Sir Rod Eddington, Dr Y. B. Lee, Mr William Mocatta, Mr Vernon Moore and Mr Vincent Cheng will retire at the AGM by rotation pursuant to Article 119 of the Company's Articles of Association. All the retiring Directors, being eligible, offer themselves for re-election at the AGM. The re-election of these retiring Directors will be individually voted on by Shareholders.
7. The qualifications, previous experience and length of service with the Company of all the Directors who stand for re-election at the AGM are set out in the "Board of Directors" section on pages 90 and 91 of CLP Holdings' 2016 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 2016 Annual Report.
8. Among the five Directors who stand for re-election at the AGM, Dr Y. B. Lee and Mr William Mocatta 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 145 of CLP Holdings' 2016 Annual Report and have remained unchanged as at 14 March 2017, being the latest practicable date prior to the printing of the Notice (latest practicable date).
9. The basis of determining Directors' emoluments and the amount of emoluments paid for the year ended 31 December 2016 to each of the Directors who stands for re-election at the AGM are set out in the "Human Resources & Remuneration Committee Report" on page 131 of CLP Holdings' 2016 Annual Report.

10. 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 Stock 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 10 and those referred to in paragraphs 6 to 9 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.

10.1 Sir Roderick Ian Eddington (aged 67)

Sir Rod is an Independent Non-executive Director of the Company and a Member of the Finance & General Committee of the CLP Holdings Board. In the past three years and as at the latest practicable date, Sir Rod has served as the non-executive chairman for Australia and New Zealand of JP Morgan Chase Bank N.A., a non-executive director of 21st Century Fox (split from News Corporation) and John Swire & Sons Pty Ltd. and chairman of Lion Pty Ltd. He was also the chief executive of British Airways plc from 2000 until he retired on 30 September 2005.

Sir Rod was first appointed to the Board in 2006 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 Stock Exchange a written confirmation concerning his independence to the Company. Sir Rod 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.

10.2 Dr Lee Yui Bor (aged 70)

Dr Lee is a Non-executive Director of the Company. He is the chairman of Longmen Group Ltd. and a director of Metrojet Ltd. and Heliservices (Hong Kong) Ltd. (companies controlled by Kadoorie Family's trusts) and, as such, is associated with a substantial shareholder of the Company. In the past three years and as at the latest practicable date, Dr Lee has not served as a director of any other listed public companies in Hong Kong or overseas. Dr Lee is an Honorary Professor of the University of Hong Kong.

10.3 Mr William Elkin Mocatta (aged 64)

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 Ltd., Castle Peak Power Co. Ltd. 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 CK Hutchison Holdings Ltd. (from 3 June 2015) as well as a non-executive director of The Hongkong and Shanghai Hotels, Ltd. Until July 2015, he was an Alternate Director of Hutchison Whampoa Ltd. (which was privatised by way of a scheme of arrangement on 3 June 2015). 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.

10.4 Mr Vernon Francis Moore (aged 70)

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 has served as the personal advisor to the Chairman of CITIC Ltd. (formerly an executive director of CITIC Ltd. from 1990 to 2014 and chief financial officer from 1990 to 2005 and 2008 to 2014). Mr Moore is also a director of CITIC Pacific Ltd. and CITIC Mining International Ltd., the chairman of both the New Hong Kong Tunnel Co. Ltd. and the Western Harbour Tunnel Co. Ltd., and a deputy chairman of the executive committee of the Community Chest of Hong Kong.

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 Stock 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.

#### 10.5 Mr Cheng Hoi Chuen, Vincent (aged 68)

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 Ltd., Great Eagle Holdings Ltd., China Minsheng Banking Corp., Ltd., Shanghai Industrial Holdings Ltd., Wing Tai Properties Ltd., CK Hutchison Holdings Ltd. (from 3 June 2015) and Hui Xian Asset Management Ltd. He was an independent non-executive director of Hutchison Whampoa Ltd. until 8 June 2015 (which was privatised by way of a scheme of arrangement on 3 June 2015). Mr Cheng had a long and distinguished professional career with the HSBC Group and notably was an executive director of HSBC Holdings plc between 2008 and 2011 and thereafter became an adviser to the group chief executive officer until May 2012.

Mr Cheng 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 Stock 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.

11. 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 29 March 2017 being the day after the despatch of the Notice and end no later than 28 April 2017 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 – Resolution (3)**

12. 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 2017 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.
13. In order to be able to charge the amount of Auditor's remuneration as operating expenses for the year ending 31 December 2017, Shareholders' approval to delegate the authority to the Directors to fix the Auditor's remuneration for the year ending 31 December 2017 is required at the AGM.
14. The work of the Auditor and the amount of remuneration paid to the Auditor for the year 2016 audit were reviewed by the Audit Committee, which comprises only Independent Non-executive Directors. As reference, the approved amount of Auditor's remuneration is disclosed on page 112 of CLP Holdings' 2016 Annual Report. In addition, the permissible audit related and non-audit services performed by the Auditor for the year 2016 were pre-approved by the Audit Committee or its delegates (also see the 2016 Annual Report).

#### **General Mandate to Issue Shares – Resolution (4)**

15. In relation to the general mandate referred to in Resolution (4) in the Notice, an Ordinary Resolution was passed at the Annual General Meeting held on 5 May 2016 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 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.

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 of the total number of shares of the Company in issue (rather than twenty per cent and without any increase for shares repurchased as 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) to the Benchmarked Price of such shares of the Company unless and until there is a material change in circumstances or market condition.

16. 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 – Resolution (5)**

17. In relation to the general mandate referred to in Resolution (5) in the Notice, an Ordinary Resolution was passed at the Annual General Meeting on 5 May 2016 giving a general mandate to the Directors to repurchase shares of the Company on the Stock 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 (Takeovers Code) as set out in the Explanatory Statement on Share Buy-back Mandate which accompanies the Notice.

#### **Recommendation**

18. 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 the Resolutions (1) to (5) to be proposed at the AGM.

#### **Right to demand a poll**

19. Pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (and as reflected in article 76 of the Articles of Association of the Company), 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.
20. 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 resolutions submitted for determination at the forthcoming AGM. The results of the poll will be published on the Company's and the Stock 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 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 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 Annual General Meeting of the Company, the expiration of the period within which the next Annual General Meeting 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, 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 2016). 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 Companies Ordinance, 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 Stock Exchange during each of the previous 12 months and as at the latest practicable date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
March	70.35	67.60
April	73.50	68.75
May	73.90	69.65
June	79.95	71.55
July	84.35	78.35
August	82.10	78.50
September	81.00	78.40
October	80.75	76.50
November	80.20	73.05
December	76.15	70.80
<b>2017</b>		
January	76.10	71.85
February	79.40	75.50
14 March (latest practicable date)	77.10	76.70

## 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 Stock 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 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 885,928,074 shares, representing 35.0661% 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 Stock Exchange in the six months prior to the date of the Notice.



## **GUIDE FOR SHAREHOLDERS TO ATTEND THE AGM**

### **WHERE TO ATTEND?**

The nineteenth AGM of Shareholders of the Company will be held at the Grand Ballroom, 1/F., Crowne Plaza Hong Kong Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong. Please see the location plan of the Crowne Plaza Hong Kong Kowloon East as printed overleaf for the location of the AGM venue. In addition, the adjacent shopping mall to Crowne Plaza Hong Kong Kowloon East, "PopCorn1" Mall provides access to the MTR (Mass Transit Railway) Station "Tseung Kwan O" with the closest exit being Exit C; the "PopCorn1" Mall floor plan 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?**

If you are a registered member of the Company, you are entitled to attend the AGM and cast your vote in person. If you are a registered Shareholder and do not plan to attend the AGM, you may appoint a proxy to exercise your rights at the AGM. You may also appoint separate proxies to represent respectively the number of the shares held by you as specified in each of your proxy forms and instruct your proxy(ies) to cast your vote(s) at the AGM. Please refer to the Explanatory Notes to the Notice on page 3 of this document for further information regarding the appointment of proxies.

If you are not a registered member of the Company (e.g. your shares are held through a nominee or broker), you may instruct them to appoint you as their proxy or corporate representative to attend and vote at the AGM.

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

### **GALE OR BLACK RAINSTORM WARNING**

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.

If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of the 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 may also telephone the Company's hotline on (852) 2678 8228 to enquire whether the meeting has been cancelled.

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 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.

Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.



環保大道 Wan Po Rd.

將軍澳運動場  
Tseung Kwan O  
Sports Ground

靚吧路 Po Yap Rd.

靚街 Po Hong Rd.

將軍澳廣場  
Tseung Kwan O  
Plaza

  
**CROWNE PLAZA**<sup>®</sup>  
HONG KONG KOWLOON EAST  
香港九龍東皇冠假日酒店

至善街 Chi Shin St.

唐俊街 Tong Chun St.

尚德商場  
Sheung Tak  
Shopping Centre

靚街 Tong Ming St.

唐俊街

Tong Jun St.

將軍澳  
Tseung Kwan O

靚街 Po Yap Rd.

禮樂街 Lai Ngok St.

靚路 Po Shun Rd.

靚街

Tong Xian St.

唐德街

將軍澳中心  
Park Central

寶路

Chui Ling Rd.

寶順路 Po Shun Rd.

香港知專設計學院  
Hong Kong  
Design Institute

靚路



香港國際  
機場方向  
Direction to  
Hong Kong  
International  
Airport

靚光街  
Ling Kwong St.

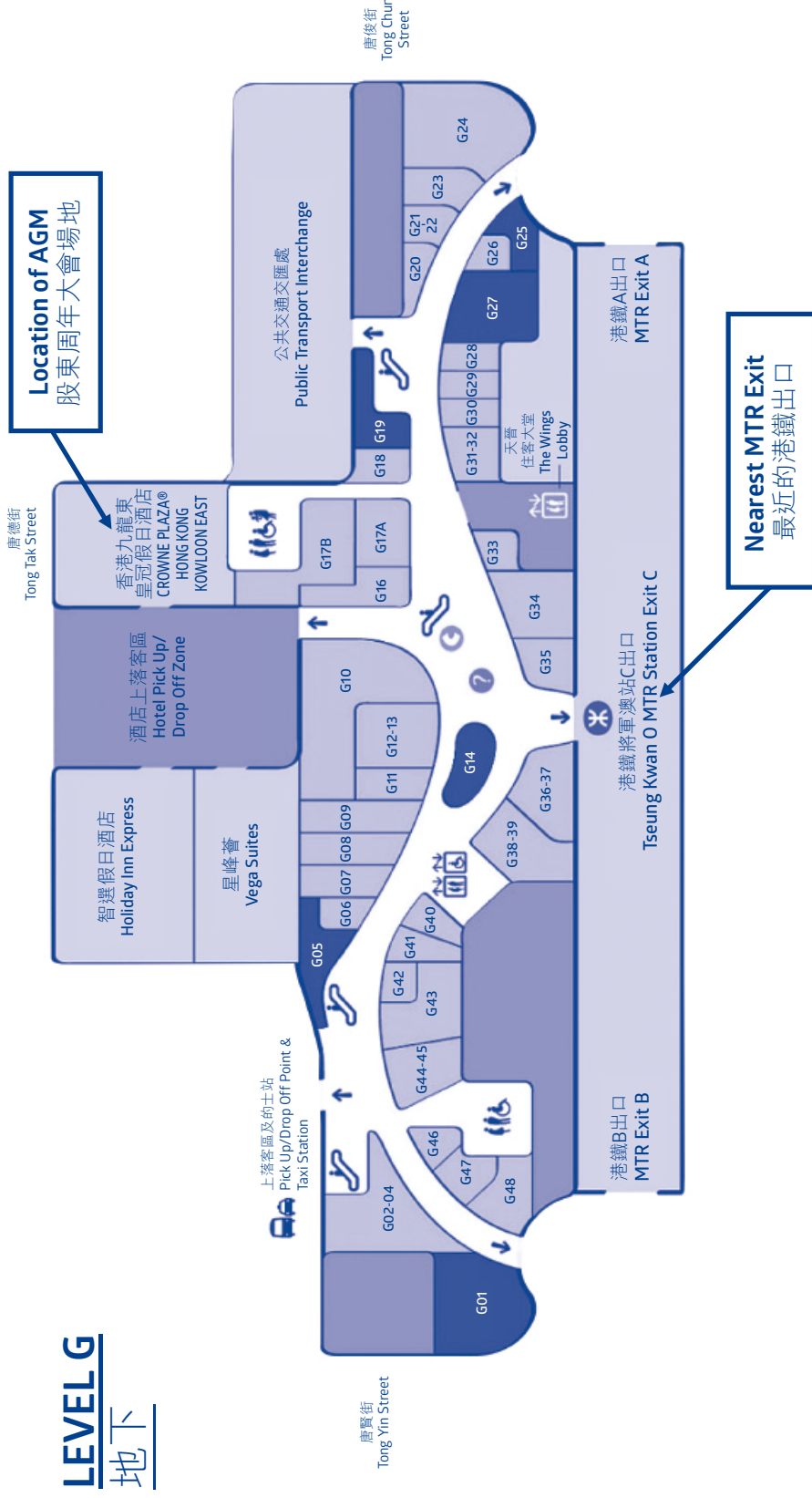
# Adjacent shopping mall to AGM venue

毗連年會場地的商場

## PopCorn1

### LEVEL G

地下



- 嬰兒護理間 Nursery Corner
- 洗手間 Washroom
- 傷健人士洗手間 Washroom for the Disabled
- 顧客服務中心 Customer Service Centre (辦理泊車服務 Parking Service)
- PopCorn 推廣活動攤位

- 扶手電梯 Escalator
- 升降機 Lift (通往停車場 To Car Park)
- 傷健人士專用升降機 Lift for the Disabled