

## PROXY FORM FOR ANNUAL GENERAL MEETING

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being the registered Shareholder(s) of \_\_\_\_\_ shares in CLP Holdings Limited 中電控股有限公司  
(the Company) hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or  
failing him/her the Chairman of the Annual General Meeting (the AGM) of the Company to be held on 6 May 2019 as my/our proxy to attend  
and vote for me/us and on my/our behalf at the aforementioned AGM, and at every adjournment thereof on the undermentioned resolutions  
as indicated:

		See Notes 3 and 4	
		For	Against
(1)	To receive the audited Financial Statements for the year ended 31 December 2018 and the Reports of the Directors and Independent Auditor thereon.		
(2)	(a) To elect Mr Philip Lawrence Kadoorie as Director.		
	(b) To elect Ms May Siew Boi Tan as Director.		
	(c) To re-elect Mr John Andrew Harry Leigh as Director.		
	(d) To re-elect Mr Richard Kendall Lancaster as Director.		
	(e) To re-elect Mrs Zia Mody as Director.		
	(f) To re-elect Mr Geert Herman August Peeters as Director.		
(3)	To re-appoint PricewaterhouseCoopers as Independent Auditor of the Company and authorise the Directors to fix the Auditor's remuneration for the year ending 31 December 2019.		
(4)	To approve the revised levels of remuneration payable to the Non-executive Directors including Independent Non-executive Directors who serve on the Board and Board Committees of the Company for the respective periods 7 May 2019 to 6 May 2020; 7 May 2020 to 6 May 2021; and 7 May 2021 until the date of the Annual General Meeting in 2022, and such remuneration to accrue on a daily basis.		
(5)	To give a general mandate to the Directors to allot, issue and dispose of additional shares in the Company; not exceeding five per cent of the total number of shares in issue at the date of this Resolution and such shares shall not be issued at a discount of more than ten per cent to the Benchmarked Price of such shares.		
(6)	To give a general mandate to the Directors to exercise all the powers of the Company to buy back or otherwise acquire shares of the Company in issue; not exceeding ten per cent of the total number of shares in issue at the date of this Resolution.		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature(s) \_\_\_\_\_

### Notes:

- A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to exercise the Shareholder's rights at the AGM. A Shareholder may also appoint separate proxies to represent respectively the number of the shares held by the Shareholder that is specified in the proxy forms. Subject to the statutes, any such proxy may attend, speak and vote in his/her stead. The proxy need not be a Shareholder of the Company but must attend the AGM in person to represent you.
- Shareholders who would like to appoint proxies to attend, speak and vote in their stead at the AGM may use this form or download a copy from our website at [www.clpgroup.com](http://www.clpgroup.com).
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please indicate with a '✓' in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion.
- The full wording of the resolutions to be proposed at the AGM and Explanatory Notes are set out in the Notice of AGM which is available on our website and sent to all Shareholders on 27 March 2019.
- In order to be valid, **proxy forms must be completed, signed and either deposited at the Company's Registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via email to CLP2019.eproxy@computershare.com.hk**, in each case, not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM.
- The email address provided in paragraph 6 is provided only for receiving proxy forms relating to this AGM. The email address shall not be used for any other purposes nor shall it be in use after the deadline stated in paragraph 6 above.
- The Chairman will demand a poll on each of the resolutions submitted for determination at the AGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) is represented by proxy shall have one vote for every share held by him/her. The results of the poll will be published as explained in Explanatory Note 43 of the Notice of AGM.
- Your proxy's authority will be revoked if you attend and vote in person in the AGM.
- The Company has prepared a limited number of AGM souvenirs as gifts. **Every Shareholder attending the AGM in person or by proxy will be offered one set of souvenir only regardless of the number of shares he/she holds or represents, or the number of Shareholders he/she represents.**

### PERSONAL INFORMATION COLLECTION STATEMENT

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

The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company's AGM and instructions. Your supply of the Personal Data to the Company and/or its Registrars is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will be transferred to the Registrars' agents, contractors or third-party service providers who/which offer administrative, telecommunications, computer, payment or other data processing services to the Registrars in connection with the operation of their business for the above purposes. CLP and its Registrars may also transfer your Personal Data if it is required to do so by law or in response to requests from law enforcement agencies or regulatory authorities.

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

You and your appointed proxy have the right to request access to, correction and/or erasure of the respective Personal Data in accordance with, where applicable, the provisions of the PDPO, and any other data protection law as applicable. Any such request for access to, correction and/or erasure of the Personal Data, as well as withdrawal of consent, where applicable, should be made in writing by either one of the following means:

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

By email to: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

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