

Procedures for Shareholders to Convene General Meetings/Put Forward Proposals

The following procedures are subject to applicable legislation and regulations, in particular the Hong Kong Companies Ordinance CAP.622 (Shareholders' attention is specifically drawn to sections 566-567, 571, 578, 580-582, 610 and 615 of that Ordinance)

Annual General Meeting (AGM)

- CLP Holdings Limited (the Company) holds a general meeting as its AGM every year. This is usually held in April or May.
- If the Company fails to hold an AGM (which has never happened and is unlikely to occur) after 6 months has elapsed since the end of the Company's financial year, any Shareholder may apply to the court in Hong Kong which on such application may call or direct the calling of an AGM to be held by the Company.
- A written request to move a resolution at the AGM can be submitted by:
 - (a) Shareholders representing at least 2.5% of the total voting rights of all the Shareholders having the right to vote on that resolution; or
 - (b) at least 50 Shareholders having the right to vote on that resolution.
- The written request must identify the proposed resolution and be signed by all the Shareholders concerned.
- The written request must be deposited at 8 Laguna Verde Avenue, Hung Hom, Kowloon, the registered office of the Company, for the attention of the Company Secretary or by electronic mail to cosec@clp.com.hk not later than:
 - (a) 6 weeks before the AGM to which the request relates; or
 - (b) if later, when the Notice of AGM is despatched.
- The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will request the Board of Directors to include the resolution in the agenda for the AGM. On the contrary, if the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM.

General Meeting

- Shareholders representing at least 5% of the total voting rights of all the Shareholders having the right to vote at the meeting may request the Directors to convene a General Meeting by depositing a written request at 8 Laguna Verde Avenue, Hung Hom, Kowloon, the registered office of the Company, for the attention of the Company Secretary; or by electronic mail to cosec@clp.com.hk.
- The written request must state the general nature of the business to be dealt with at the meeting and may include the text of the proposed resolution; such request must be signed by the Shareholders concerned and may consist of several documents in like form.
- The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will request the Board of Directors to convene a General Meeting by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. The Company shall send out notice of such meeting within 21 days after receipt of proper request. On the contrary, if the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and accordingly, a General Meeting will not be convened as requested.
- The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholders concerned at a General Meeting varies according to the nature of the proposal as stipulated in the Company's Articles, as follows:
 - (a) at least 14 days' notice in writing if the proposal constitutes an ordinary resolution of the Company; and
 - (b) at least 21 days' notice in writing if the proposal constitutes a special resolution of the Company.

Nomination of a Person other than a Director of the Company for Election as a Director at AGM/General Meeting

- If a Shareholder wishes to propose a person other than a Director of the Company for election as a Director at the meeting, he/she can deposit a written notice to that effect at 8 Laguna Verde Avenue, Hung Hom, Kowloon, the registered office of the Company, for the attention of the Company Secretary; or by electronic mail to cosec@clp.com.hk.
- 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 the day after the despatch of the notice of the meeting and end no later than 7 days prior to the date of the meeting. If the notice is received less than 15 days prior to the meeting, the Company will need to consider the adjournment of the meeting in order to allow Shareholders 14 days' notice of the proposal.

Resolution requiring Special Notice at AGM/General Meeting

- If Shareholders representing at least 5% of the total voting rights of all the Shareholders having the right to vote at the meeting wish to propose a resolution which requires special notice under the Hong Kong Companies Ordinance, he/she can deposit a signed written notice of the intention to move it at 8 Laguna Verde Avenue, Hung Hom, Kowloon, the registered office of the Company, for the attention of the Company Secretary or by electronic mail to cosec@clp.com.hk at least 28 days before the meeting.

Circulation of Statement at AGM/General Meeting

- If Shareholders would like to express their views to a matter mentioned in a proposed resolution or other business to be dealt with at an AGM/General Meeting, they can submit a written statement of not more than 1,000 words with respect to that matter or business and request the Company to circulate their written statement to Shareholders of the Company entitled to receive notice of the meeting. Such Shareholders must represent at least:
 - (a) 2.5% of the total voting rights of all the Shareholders having the relevant right to vote at the meeting; or
 - (b) 50 Shareholders having the relevant right to vote at the meeting.
- For a proposed statement concerning a matter mentioned in a proposed resolution, the Shareholders having the relevant right to vote at the meeting mean those Shareholders having a right to vote on that resolution (i.e. only disinterested Shareholders).
- For a proposed statement concerning other business, the Shareholders having the relevant right to vote at the meeting mean those Shareholders having a right to vote at the meeting.
- The proposed statement must be signed by all the Shareholders concerned and deposited at 8 Laguna Verde Avenue, Hung Hom, Kowloon, the registered office of the Company, for the attention of the Company Secretary or by electronic mail to cosec@clp.com.hk at least 7 days before the meeting to which the request relates.

- The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company will circulate the statement to each Shareholder of the Company entitled to receive notice of the meeting provided that:
 - (a) if the request relates to an AGM,
 - (i) the proposed statement is received in time to enable the Company to send a copy of the statement when the Notice of AGM is despatched; or
 - (ii) otherwise, the Shareholders concerned have deposited a sum reasonably sufficient to meet the Company's expenses in circulating the statement submitted by the Shareholders concerned not later than 7 days before the AGM.
 - (b) if the request relates to a General Meeting, the Shareholders concerned have deposited a sum reasonably sufficient to meet the Company's expenses in circulating the statement submitted by the Shareholders concerned not later than 7 days before the General Meeting.

On the contrary, if the request has been verified as not in order, not received in time for the Company to include a copy of the proposed statement in the Notice of AGM or the Shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, as appropriate, the Shareholders concerned will be advised of this outcome and accordingly, the proposed statement will not be circulated to Shareholders of the Company entitled to receive notice of the meeting.