

中電控股有限公司

CLP Holdings Limited

(incorporated in Hong Kong with limited liability)

(stock code no.: 00002)



## PROXY FORM FOR ANNUAL GENERAL MEETING

I/We \_\_\_\_\_ of \_\_\_\_\_  
being the registered Shareholder(s) of \_\_\_\_\_ shares of HK\$5.00 each 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 30 April 2013 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 adopt the audited Financial Statements for the year ended 31 December 2012 and the Reports of the Directors and Independent Auditor thereon.		
(2)	(a) To elect Mrs. Law Fan Chiu Fun Fanny as Director.		
	(b) To elect Ms. Lee Yun Lien Irene as Director.		
	(c) To re-elect The Honourable Sir Michael Kadoorie as Director.		
	(d) To re-elect Mr. Paul Arthur Theys as Director.		
	(e) To re-elect Mr. Andrew Clifford Winawer Brandler as Director.		
	(f) To re-elect Mr. Nicholas Charles Allen as Director.		
(3)	To re-appoint PricewaterhouseCoopers as Independent Auditor of the Company and authorise the Directors to fix Auditor's remuneration for the year ended 31 December 2013.		
(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 each of the financial year of 2013, 2014 and 2015, effective from 1 May in respect of each year.		
(5)	To give a general mandate to the Directors to issue and dispose of additional shares in the Company; not exceeding five per cent of the issued share capital at the date of this Resolution.		
(6)	To give a general mandate to the Directors to exercise all the powers of the Company to purchase or otherwise acquire shares of HK\$5.00 each in the capital of the Company; not exceeding ten per cent of the issued share capital at the date of this Resolution.		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature(s) \_\_\_\_\_

### Notes :

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend 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.
2. Shareholders who would like to appoint proxies to attend 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).
3. Please insert the number of shares of HK\$5.00 each 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).
4. 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.
5. 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 26 March 2013.
6. 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 before the time for holding the AGM.
7. The Chairman will demand a poll on each of the questions 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 25 of the Notice of AGM.

### 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 name and mailing address.

Your Personal Data provided in this form may be used in connection with processing your appointment of proxy at CLP Holdings Limited's AGM and instructions. Your supply of Personal Data 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 your Personal Data.

Your Personal Data will not be transferred to any third party, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency's request.

Your Personal Data will be retained for such period as may be necessary for our record, verification and notification purposes and will be destroyed 1 year after the AGM.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by either 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 e-mail to: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)