

中電控股有限公司

CLP Holdings Limited

(incorporated in Hong Kong with limited liability)

(Stock Code: 00002)



Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document (including the Notice of Annual General Meeting (AGM), Guidance Notes for Joining the AGM, Explanatory Notes to the Notice of AGM, Explanatory Statement on the New Articles of Association and Explanatory Statement on Share Buy-back Mandate), make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

NOTICE OF ANNUAL GENERAL MEETING

Important Information

Hybrid AGM

The 2025 AGM of CLP Holdings Limited (the Company, or we) will be held on Friday, 9 May 2025, at 11:00 a.m. in a hybrid format. There will be the **Physical AGM** (at the AGM Venue) and the **Online AGM**. Shareholders are welcome to choose one of the two formats to attend the 2025 AGM.

Online AGM

All Shareholders can join the Online AGM.

Physical AGM

This will be held at **the Grand Ballroom, 1/F., Crowne Plaza Hong Kong Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong** and will be regarded as the Principal Meeting Place for our hybrid AGM.

Please **bring and use your own smartphone device** for voting at the AGM.

Proxy

Shareholders can appoint proxies to attend, speak and vote in their stead at the AGM by completing a valid proxy form. Shareholders can also submit their proxy online via <https://www.eproxyappointment.com/CLPH>.

Please refer to "Guidance Notes for Joining the AGM" on page 5 for more details.

Souvenirs

As a token of appreciation for Shareholders' support, Shareholders who join the Physical AGM or Online AGM will be entitled to **one set of Shareholder souvenir**. For those attending the Online AGM, the Company will deliver these to eligible Shareholders after the AGM.

Shareholders are reminded to check the websites of the Company (www.clpgroup.com) and The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange) (www.hkexnews.hk) for announcements regarding any updates on the AGM arrangements.

Notice is hereby given that the twenty seventh AGM of the Shareholders of CLP Holdings Limited 中電控股有限公司 will be held at **the Grand Ballroom, 1/F., Crowne Plaza Hong Kong Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong** (the Principal Meeting Place, or AGM Venue) and **online on Friday, 9 May 2025, 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 2024.
- (2) To elect and 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 2025.

As special business, to adopt a new set of Articles of Association for the Company by passing the following Resolution as a Special Resolution:

- (4) "That the **new Articles of Association** produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company."

As special business, to consider and, if thought fit, pass with or without modification the following Resolutions as Ordinary Resolutions:

- (5) "Unless and until Shareholders otherwise determine in general meeting, the **remuneration payable to all Non-executive Directors** (including Independent Non-executive Directors) who serve on the Board and on the Board Committees including a recently established Board level Panel of the Company shall be fixed at the levels as shown in the following table for the respective periods (i) 10 May 2025 to 9 May 2026; (ii) 10 May 2026 to 9 May 2027; and (iii) 10 May 2027 until the date of the AGM in 2028, and that such remuneration shall accrue on a daily basis.

	Proposed Annual Fees (w.e.f. 10 May 2025)	Proposed Annual Fees (w.e.f. 10 May 2026)	Proposed Annual Fees (w.e.f. 10 May 2027)
	HK\$	HK\$	HK\$
Board			
Chairman	947,100	1,008,900	1,074,700
Vice Chairman	744,200	792,700	844,400
Non-executive Director	676,600	720,700	767,700
Audit & Risk Committee			
Chairman	756,100	794,700	835,200
Member	539,800	567,600	596,800
Finance & General Committee			
Chairman	449,900	449,900	449,900
Member	319,400	319,400	319,400
Human Resources & Remuneration Committee			
Chairman	159,800	175,500	192,700
Member	114,300	125,400	137,500
Sustainability Committee			
Chairman	167,100	181,300	196,700
Member	119,100	129,500	140,800
Nomination Committee			
Chairman	44,300	45,600	47,000
Member	31,700	32,600	33,500
ERP Panel			
Chairman	168,000	168,000	168,000
Deputy Chair	132,000	132,000	132,000
Member	120,000	120,000	120,000"

(6) "That:

- (a) subject to paragraphs (c) and (d) of this Resolution, **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** (subject to the passing of Resolution (4) as set out in the Notice of the Company dated 26 March 2025, to include the sale or transfer of treasury shares); 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) of this Resolution 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 (including the sale or transfer of treasury shares) (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the mandate in paragraph (a) of this Resolution, 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 (5%) of the total number of shares of the Company in issue** (excluding any treasury shares) 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 (including the sale or transfer of any treasury shares) (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 (10%) 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 Hong Kong Stock Exchange 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 Hong Kong Stock Exchange 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM 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).”

(7) “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 Hong Kong Stock Exchange, provided that the aggregate number of shares so purchased/bought back or otherwise acquired **shall not exceed ten per cent (10%) of the total number of shares of the Company in issue** (excluding any treasury shares) 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM 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
Michael Ling
Joint Company Secretary

Hong Kong, 26 March 2025

GUIDANCE NOTES FOR JOINING THE AGM

AGM-related information and materials referred to in this section can also be found at “General Meetings” under the “Investor Relations” section on the Company’s website (www.clpgroup.com).

As a token of appreciation for Shareholders’ support, Shareholders who join the **Physical AGM** or **Online AGM** will be entitled to **one set of Shareholder souvenir**. For those attending the Online AGM, the Company will deliver these to eligible Shareholders after the AGM.

A. Hybrid AGM

1. The 2025 AGM will be a hybrid meeting. Shareholders have the option of attending the AGM at the Principal Meeting Place or participating through the Online AGM. Shareholders attending and being entitled to vote at the Online AGM (if not attending as guests) will be counted towards the quorum.

B. Online AGM

1. Both registered and non-registered Shareholders can participate in the Online AGM. You will be able to **view** a live webcast of the AGM, **pose questions** and **cast vote** in near real-time through the online platform.
2. **Login details for registered Shareholders** – Details regarding AGM arrangements and login details for joining the Online AGM are included in the Company’s notification letter sent to you on 26 March 2025. For corporate holders who wish to attend the Online AGM, please call the Company’s Registrars, Computershare Hong Kong Investor Services Limited (Computershare) on (852) 2862 8555.
3. **Login details for non-registered Shareholders** – If you wish to attend and participate in the Online AGM, **you should contact** your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively **the Intermediary**) and **instruct the Intermediary** to appoint you as proxy or corporate representative to attend the Online AGM and in doing so, you will be asked to provide your email address. Details regarding the Online AGM including the login details will be emailed to you by Computershare. For enquiries, please call Computershare on (852) 2862 8555 for assistance.
4. The step-by-step “Online AGM User Guide” available on the Company’s website sets out the login process and the internet connection speed requirement, as well as a hotline number for Shareholders to call if assistance is required on the day.

C. Physical AGM

1. **Electronic voting system** will be used for enhancing efficiency in the vote counting process. Every Shareholder or proxy should **bring your own device** like smartphone or tablet for accessing the online platform for poll voting during the AGM. If you do not have such device at the AGM, other options will be available.
2. **Arrangement for disability** – In case you have a disability (as defined under Cap. 487 Disability Discrimination Ordinance) and need special arrangements to participate in the Physical AGM, please provide us with your contact details (name; telephone number or email address) in advance and we will contact you on the day. We will endeavour to make the necessary arrangements.

D. Proxy Information and Voting Record Date

1. A Shareholder who is entitled to attend and vote at the AGM is **entitled to appoint a proxy** to exercise the Shareholder’s rights at the AGM. A proxy may attend, speak and vote instead of the Shareholder and need not be a Shareholder of the Company. Shareholders can appoint a proxy by using the “Electronic proxy” or “Proxy forms (printed form)”; and the appointment must be submitted by no later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM in the manner set out below. A Shareholder may also appoint separate proxies by submitting printed form to Computershare’s office or via email to CLP2025.eproxy@computershare.com.hk to represent respectively the number of the shares held by the Shareholder as specified in the proxy forms.
2. **Electronic proxy** – A Shareholder can submit their proxy online via <https://www.eproxyappointment.com/CLPH>. If doing so, you will be asked to enter the Shareholder Number and Personal Identification Number, which are printed under the barcode on the enclosed Request Form (Chinese version). Before you can appoint a proxy electronically, you will be asked to agree to certain terms and conditions. It is important that you read these terms and conditions carefully as they will govern the electronic appointment of your proxy.

3. **Printed forms – Proxy forms** for the AGM were sent to Shareholders on 26 March 2025. The proxy form is also available on the websites of the Company and the Hong Kong Stock Exchange (www.hkexnews.hk). Proxy forms must be completed, signed and deposited either at the Company's Registrars, Computershare, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via email to CLP2025.eproxy@computershare.com.hk. The email address provided herein is merely for receiving proxy forms relating to this AGM and will not be in use after the deadline for depositing the proxy forms.
4. In the case of **joint holders** of any share, the proxy form must be signed by all Shareholders whose names appear in the register of members. Where there are joint holders of any share, any one of the persons may vote at the AGM, either personally or by proxy, in respect of such share as if a sole holder; but if more than one of such joint holders be present at the AGM personally or by proxy, the person whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
5. For **corporate holders** who wish to submit proxy instructions, please submit printed form or corporate representative letter to Computershare's office or via email to CLP2025.eproxy@computershare.com.hk.
6. For **non-registered Shareholder**, please liaise with your Intermediary where your shares are held on how to issue your voting instructions and the corresponding deadline.
7. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the AGM, or any adjournment or postponement.
8. The Register of Shareholders will be closed from 6 May 2025 to 9 May 2025, 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, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 2 May 2025.

E. Questions for the Company

1. Shareholders may pose questions at the Physical AGM or through the online platform.
2. If you wish to pose questions for the Company in advance of the AGM, these can be submitted to the Company by no later than 7 May 2025, 4:30 p.m. Contact information is as follows:

Address : CLP Headquarters, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong
 Telephone : (852) 2678 8228
 Email : cosec@clp.com.hk

3. Questions may be moderated before being sent to the Chairman of the meeting. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chairman of the meeting may, or with his permission we may, choose to provide a consolidated response to address questions on the same topic.
4. We will endeavour to address relevant questions at the AGM, if time permits. Any relevant questions not taken at the AGM will be answered in writing and made available on the Company's website post AGM.

F. Bad Weather Arrangements

1. 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.
2. If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of the Hong Kong 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 can call (852) 2678 8228 to enquire whether the meeting has been cancelled.
3. 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 Hong Kong 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.

G. Subsequent Updates on AGM Arrangements

1. If Shareholders have any enquiries on the arrangements for the AGM, please contact us on (852) 2678 8228 or by email to cosec@clp.com.hk or contact Computershare on (852) 2862 8555.

EXPLANATORY NOTES TO THE NOTICE OF AGM

Election and Re-election of Directors – Resolutions (2)

1. 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 Andrew Clifford Winawer Brandler, Mr Philip Lawrence Kadoorie, Mrs Yuen So Siu Mai Betty and Mr Diego Alejandro González Morales

Independent Non-executive Directors: Sir Roderick Ian Eddington, Mr Nicholas Charles Allen, Ms May Siew Boi Tan, Ms Christina Gaw, Mr Chunyuan Gu, Mr Chan Bernard Charnwut, Ms Wang Xiaojun Heather and Mrs Kung Yeung Yun Chi Ann

Executive Director: Mr Chiang Tung Keung

Election of Director (Newly appointed in 2024)

2. In relation to Resolutions (2) regarding **election of Mrs Kung Yeung Yun Chi Ann** (or Mrs Kung), Mrs Kung was appointed by the Board after the Company's 2024 AGM, she will retire at the 2025 AGM in accordance with Article 125 of the Company's Articles of Association and being eligible, offers herself for election by Shareholders.
3. From a consultant led search exercise, **Mrs Kung** was identified as the leading Independent Non-executive Director candidate having regard to her over 30 years of experience in the banking industry with extensive knowledge and experience of financial services. Mrs Kung's profile would complement the Board Members' skills, experience and background, in particular, that she would be able to strengthen the financial and accounting expertise on the Audit & Risk Committee.
4. From the search process and corresponding comprehensive report on Mrs Kung, she is considered by the Board as independent. With Mrs Kung's appointment, the Board's diversity has been enhanced in terms of representation of Independent Non-executive Directors on the Board, female Director representation, the average age and tenure of Directors and the overall skill set.
5. Mrs Kung was appointed by the Board in October 2024 as an Independent Non-executive Director and a Member of the Audit & Risk Committee and the Finance & General Committee.

Re-election of Directors

6. For re-election of Directors, the following Directors will retire at the AGM by rotation pursuant to Article 119 of the Company's Articles of Association: **The Hon Sir Michael Kadoorie, Mr Andrew Brandler, Mr Philip Kadoorie, Sir Rod Eddington and Mr Nicholas C. Allen.**
7. Apart from **Sir Rod Eddington**, the other retiring Directors, namely, **The Hon Sir Michael Kadoorie, Mr Andrew Brandler, Mr Philip Kadoorie and Mr Nicholas C. Allen, being eligible, will offer themselves for re-election at the AGM.**
8. After having served on the CLP Holdings Board for almost 20 years, Sir Rod Eddington has confirmed to the Company that, pursuant to the retirement age guideline of the CLP Board Diversity Policy, he will not be seeking re-election at the 2025 AGM and will therefore **retire from the Board** of the Company at the conclusion of the 2025 AGM. In view of his extensive experience and understanding of CLP's operations and his familiarity with the key markets that CLP operates in, Sir Rod Eddington will be appointed as a Senior Advisor to the Chairman of the Company.
9. The election and re-election of Directors will be individually voted on by Shareholders.
10. All of the Directors who seek election or re-election 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 176 of CLP Holdings' 2024 Annual Report and have remained unchanged as at 12 March 2025, being the latest practicable date prior to the printing of the Notice (latest practicable date).

11. The basis of determining **Directors' emoluments** and the amount of emoluments paid for the year ended 31 December 2024 to each of the Directors who stands for election and re-election at the AGM are set out in the Human Resources & Remuneration Committee Report on page 156 of CLP Holdings' 2024 Annual Report.
12. The **biographical details** (as at the latest practicable date) of each of the Directors who stand for election and re-election at the AGM are set out in Schedule 1 to the Explanatory Notes. In addition, their responsibilities and attendance at Board and Board Committee meetings, as applicable, are set out in the Corporate Governance Report on page 92 of the Company's 2024 Annual Report. Our website also contains the comprehensive biographical details of all our Directors (as updated from time to time).
13. **Mr Nicholas C. Allen**, who was first appointed on 12 May 2009, has served for more than nine years. As recognised in CLP Board Diversity Policy, the independence of Directors is a question of fact and is assessed with regard to all relevant factors concerned not just limited to the length of service. The Board is satisfied that the length of tenure of Mr Nicholas C. Allen had not affected his independence considering that he has consistently been able to demonstrate his independence, impartiality and oversight of management on a broad range of issues concerning the Group. Management and the Board have been able to benefit from his ability to provide support and guidance and at times, constructive challenge and these are fundamental attributes of an effective Independent Non-executive Director that are greatly valued by the Management. The Board is of the view that Mr Nicholas C. Allen has continued to maintain his independence having regard to the independence factors referred to 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the Listing Rules), therefore, the Board recommends that he should be re-elected.
14. Each of the Independent Non-executive Directors (including Mrs Kung Yeung Yun Chi Ann and Mr Nicholas C. Allen) has met the **independence factors referred to in the Listing Rules** 3.13(1) to (8) and has also given to the Company an annual confirmation of his, or her independence for 2024. As at the latest practicable date, the Company did not receive any notification from them that there has been a subsequent change of circumstances which affected their independence. These written confirmations also covered the immediate family members of each of the Independent Non-executive Directors. Having regard to the confirmations as well as the actual contributions that each of the Independent Non-executive Directors has made, the Board concluded that each of the Independent Non-executive Directors to be independent.
15. As announced by the Company on 1 January 2025, Mr Philip Lawrence Kadoorie has been appointed as a Member of the Finance & General Committee of CLP Holdings effective on the same date.
16. Save for the information referred to in paragraphs 2 to 15 above and set out in Schedule 1 to the Explanatory Notes, as at the latest practicable date, there is **no other information that needs to be disclosed** pursuant to any of the requirements 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 election or re-election at the AGM.
17. Board Diversity at CLP. The proposed election and re-election of Directors should be considered based on merit having regard to the experience, skills and expertise as well as the overall board diversity. More details about CLP Board Diversity are set out in the Corporate Governance Report on pages 110 and 111 of the Company's 2024 Annual Report and in Schedule 2 to the Explanatory Notes.
18. 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 27 March 2025 being the day after the despatch of the Notice and end no later than 2 May 2025 which is seven days prior to the date of the AGM. If the notice, either by post or by using electronic means, is received less than 15 clear days prior to the AGM, the Company will need to consider the adjournment of the AGM in order to allow Shareholders 14 clear days' notice of the proposal.

Independent Auditor's Remuneration – Resolution (3)

19. 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 2025 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.

20. In order to be able to charge the amount of Auditor's remuneration as operating expenses for the year ending 31 December 2025, Shareholders' approval to delegate the authority to the Directors to fix the Auditor's remuneration for the year ending 31 December 2025 is required at the AGM.
21. CLP Holdings recognises the **Auditor's independence** is a fundamental governance principle, PricewaterhouseCoopers (PwC) is required to give an annual confirmation on their independence. The lead audit partner for CLP is subject to rotation every seven years (as per The International Federation of Accountants rules on independence of external auditors). The current lead audit partner was first appointed for the 2021 financial year-end audit and she did not have any prior involvement in the CLP Group audit.
22. In addition, PwC will not be engaged to perform **non-audit work** unless the non-audit work meets the criteria suggested in the Listing Rules and has been pre-approved by the Audit & Risk Committee or its delegates. There must be clear efficiencies and value-added benefits to CLP from the work being undertaken by PwC, with no adverse effect on the independence of their audit work, or the perception of such independence.
23. The work of PwC and the amount of **remuneration** paid to PwC for the year 2024 audit were reviewed by the Audit & Risk Committee, which comprises only Independent Non-executive Directors. In addition, the permissible audit related and non-audit services performed by PwC for the year 2024 were pre-approved by the Audit & Risk Committee or its delegates.
24. We summarise below the amount of remuneration paid to PwC for the audit and permissible audit related and non-audit services for the past three years:

	2024 HK\$M	2023 HK\$M	2022 HK\$M
Audit	47	42	42
Permissible audit related services (percentage to total)	5 (9%)	7 (14%)	12 (22%)
Permissible non-audit services (percentage to total)	3 (5%)	1 (2%)	- -
Total	55	50	54

(For these purposes, **permissible audit related and non-audit services provided by PwC** include any entity under common control, ownership or management with PwC or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally.)

Adoption of New Articles of Association – Resolution (4)

Treasury Shares

25. On 11 June 2024, the Hong Kong Stock Exchange amended the Listing Rules by removing the requirement for listed companies to cancel repurchased shares, to allow repurchased shares to be held in treasury and providing for a framework to regulate the cancellation, resale and transfer of treasury shares (**Treasury Share Regime**).
26. The current Companies Ordinance (Cap 622) (Companies Ordinance) required Hong Kong companies to cancel any repurchased shares. At the moment, over 90% of issuers listed on the Hong Kong Stock Exchange are incorporated in jurisdictions which allow them to participate the Treasury Share Regime, which puts Hong Kong incorporated issuers at a disadvantage. In light of the amended Listing Rules, the Companies (Amendment) Ordinance 2025 has been enacted to amend the Companies Ordinance (the Amended Companies Ordinance) to allow listed companies to make use of the Treasury Share Regime with effect from 17 April 2025.
27. The Amended Companies Ordinance specifies that all shareholders' rights attaching to treasury shares are regarded as suspended. No dividends or other distributions may be paid on any shares held in treasury and no voting rights attach to such shares.

28. Treasury shares can be used in essentially the same way as new shares to be issued, but they retain their listing status. Treasury shares may be sold, transferred for the purposes of or pursuant to an employee share scheme or cancelled. As with the issue of new shares, sales of treasury shares for cash are subject to shareholders' statutory pre-emption rights contained in the Companies Ordinance except in so far as such rights are waived by shareholders, most typically pursuant to the general mandate (see paragraphs 60 to 64 below).
29. Therefore, if the Company can hold and sell (or transfer) treasury shares, it will have **greater flexibility to adjust its share capital** quickly and more efficiently.

Communication by Means of a Website

30. On 31 December 2023, the Hong Kong Stock Exchange amended the Listing Rules to allow an issuer to disseminate corporate communications to a shareholder by means of a website without obtaining the prior agreement of such shareholder (**implied consent mechanism**), provided the issuer sends a one-off notification informing the shareholder of the new arrangements. The implied consent mechanism does not apply to the dissemination of actionable corporate communications (as defined in the Listing Rules), which must be sent to shareholders individually.
31. Under the current Companies Ordinance, the Company may, with the prior agreement of its Shareholders, send documents or information to Shareholders by making them available on a website. The current Articles of Association of the Company (Current Articles) provide the same.
32. The Amended Companies Ordinance allows companies to adopt an implied consent mechanism to disseminate corporate communications to shareholders by publishing them on a website and puts in place sufficient safeguards to protect the interests of shareholders. The amendments take effect on 17 April 2025.
33. The safeguard measures include a requirement that the articles of association of a company contain a provision enabling documents or information to be sent to shareholders by publishing them on a website. Companies are also required to send shareholders individually a one-off notification containing certain specified content, which includes details of the new arrangements, the website address and a statement of the shareholder's right to request the communication in electronic or hard copy form. Provided the Company complies with the safeguard measures specified in the Amended Companies Ordinance and the Listing Rules, **Shareholders will be deemed to have agreed that corporate communications** (other than actionable corporate communications) **may be disseminated by the Company by making them available on a website.**

New Articles

34. In light of these amendments, the Board now proposes to ask Shareholders to adopt a new set of Articles of Association (**New Articles**) which incorporate provisions to implement the above arrangements regarding treasury shares and communications via website.
35. A summary of the proposed changes under the New Articles is set out in the Explanatory Statement on the New Articles of Association which accompanies the Notice.
36. The full text of the New Articles (both marked up to show the changes compared to the Current Articles, and as a clean document) are available in English and Chinese at "General Meetings" under the "Investor Relations" section on the Company's website www.clpgroup.com. The Chinese translation of the New Articles is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.
37. A copy of the New Articles will also be available (a) for inspection at the Company's registered office at CLP Headquarters, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong during normal business hours on any business day (excluding Saturday) from 26 March 2025 until 9 May 2025, or (b) upon request in writing to the Company Secretary.
38. The draft of the New Articles displayed on the Company's website and available for inspection is subject to amendment prior to the AGM.

Non-executive Directors' Remuneration – Resolution (5)

Highlights of the Review and the Proposed Fees

39. The following paragraphs outline the key highlights of the 2025 Review and the proposed fees payable to the Non-executive Directors (NEDs).

40. **Calculations** – The review is undertaken every three years, and the proposed fees are applied for the coming three-year period from the 2025 AGM until the 2028 AGM. In principle, the proposed fees are derived by **applying an hourly rate to the time spent by NEDs** calculated by a historical average over the **past nine years and taking into account any anticipated additional time commitments** such as the Management Briefing Sessions and ERP Panel (as a panel to oversee the enterprise resource planning (ERP) project).
41. **Hourly Rate** – The hourly rate will be increased by 6.7% to an hourly rate of \$6,000 as compared to the current hourly rate and this rate will be used for each of the next three years.
42. **Time Spent** – The time NEDs are spending at the Board level on fulfilling their duties has increased due to heightened governance requirements and stakeholders' expectations; the actual time spent by the Board in the past three financial years (2022-2024) increased by 5.8% as compared against the previous three-year review period of 2019-2021. In calculating the proposed fees and adjusting for the recently introduced additional commitments, there will be a further increase on the time spent of 12 hours for all NEDs on the Management Briefing Sessions and 20 hours for NEDs on the ERP Panel. These additions represent further increases in the time spent of 11.08% and 18.47%, respectively, over the average annual time spent by a NED as a Board Member (only) for the past nine years.
43. **Proposed Fees in Aggregate for NEDs** – For illustration purposes, the impact of the above on our total Board NED fees for the next three financial years are (on the basis of a Board of 12 NEDs taking into account one NED retirement at the coming AGM):
- (a) 2025 fees*: HK\$15,839,210;
 - (b) 2026 fees*: HK\$16,561,005; and
 - (c) 2027 fees*: HK\$17,438,049.

(*projected fees for the twelve calendar months)

As compared against the aggregate fees of HK\$14,521,485 paid in 2024, the year-on-year increases in 2025, 2026 and 2027 will be 9.1%, 4.6% and 5.3%, respectively. In respect of the 9.1% increase from 2024 to 2025, 6.8% arises from the additional work on the Management Briefing Sessions and the ERP Panel.

44. **Management Briefing Sessions** – These sessions are held where NEDs are updated and briefed on a range of key topics and issues facing CLP's business during the course of the year. The objectives of these sessions are:
- (a) to provide the opportunity for Directors to take a deeper dive into different topics and issues facing the Group outside the Board's scheduled formal meetings;
 - (b) to facilitate an open dialogue and interactive discussion between Directors and management on these key issues as the sessions are not a decision-making forum; and
 - (c) as and when the relevant issues are brought to a Board meeting for formal consideration, to ensure Directors are well briefed on pertinent issues before decision making.

Our Board is regarded as a strategic partner of management and through these sessions, we strive to enhance the Directors' engagement with management, to keep our Directors abreast of the Group's key developments contemporaneously and to enable Directors to play an active role in the oversight of management.

45. **ERP Panel** – This was established by the Board in April 2024 to provide specific oversight of the ERP project. Under the Terms of Reference of the ERP Panel, the new ERP Panel is expected to meet four times a year with each meeting estimated to take five hours inclusive of travelling, reading and meeting time. The ERP Panel operates similarly to a Board Committee except that it is being established as a non-permanent, project specific governance oversight forum. It will operate for the duration of the ERP project which is expected to run for at least the next 12 months.

Analysis

46. The methodology adopted in the 2025 Review is the same as that used in the previous reviews – it takes into account the workload, scale and complexity of the business and the responsibility of NEDs in determining the remuneration of the Company's NEDs. The proposed fees for the Board were then adjusted to take into account extra time expected to be spent by the Board on the Management Briefing Sessions and the ERP Panel. The resulting fees from the 2025 Review were then **benchmarked** against the level of fees paid to NEDs of other leading Hong Kong listed companies as well as fees paid to NEDs of utility companies listed on exchanges in Hong Kong, the UK, Australia and New Zealand. The proposed fees are set out in the table below.

	Current Annual Fees HK\$	Proposed Fees* HK\$	Proposed Percentage Change
Board			
Chairman	889,200	1,010,240	13.61%
Vice Chairman	698,700	793,760	13.61%
Non-executive Director	635,200	721,600	13.60%
Audit & Risk Committee			
Chairman	719,500	795,340	10.54%
Member	513,500	568,100	10.63%
Finance & General Committee			
Chairman	449,900	449,900	0.00%
Member	319,400	319,400	0.00%
Human Resources & Remuneration Committee			
Chairman	145,500	175,980	20.95%
Member	104,300	125,700	20.52%
Sustainability Committee			
Chairman	154,100	181,720	17.92%
Member	109,600	129,800	18.43%
Nomination Committee			
Chairman	43,100	45,640	5.89%
Member	30,800	32,600	5.84%
ERP Panel**			
Chairman	–	168,000	N/A
Deputy Chair	–	132,000	N/A
Member	–	120,000	N/A

* The proposed increase to be spread over a period of three years from 2025 to 2027.

** The ERP Panel was established on 23 April 2024 and its members did not receive fees for the additional time they spent on the ERP Panel in 2024 and up to the date of the 2025 AGM. The proposed fees for the ERP Panel have been calculated on the same time spent basis as other Committees.

47. The methodology is aligned with the recommendations of “The UK Corporate Governance Code”, as well as the recommendations contained in the Hong Kong Stock Exchange’s Corporate Governance Code and associated Listing Rules, and includes:
- (a) the application of an average of partner level hourly rates of professional services firms charged to CLP. Based on this, the average hourly rate has been increased from HK\$5,620 in 2022 to HK\$6,000 for 2025;
 - (b) a calculation of the time spent by NEDs on CLP’s affairs (including attendance and perusing papers); and
 - (c) an additional fee of 40% and 10% per annum for the Chairman and the Vice Chairman respectively.
48. Having regard to the possible year-to-year fluctuations in the time spent by NEDs, it has been recommended to maintain the approach established since the 2016 Review by taking the average time spent by NEDs over a longer duration of three periods (i.e. nine years), rather than over the three years immediately preceding the review.

Time Spent

49. The following are key observations from the 2025 workload review over the nine-year period as against the 2022 Review:
- (a) there was a moderate increase in the working hours of the Board (after having adjusted for the time spent on Management Briefing Sessions from 2025 onwards which will now be taken into account in the Review);
 - (b) moderate increases were recorded in the working hours of the Audit & Risk Committee, Human Resources & Remuneration Committee and Sustainability Committee;
 - (c) there has been a slight increase in the working hours of the Nomination Committee;
 - (d) the working hours of the Finance & General Committee were very slightly reduced; and
 - (e) the new ERP Panel was established in 2024 and will operate as a non-permanent project specific Board Committee.
50. The working hours for the Board and all the Board Committees (except the Nomination Committee) were the highest in 2024 compared to any other year in the nine-year period. This was largely due to the time spent on the strategic review.
51. In addition, specific new Board initiatives, namely, the Management Briefing Sessions and ERP Panel will require additional time commitments from the Directors as follows:
- (a) Management Briefing Sessions – From 2025 onwards, 10 meetings per year will be scheduled with each meeting estimated to take 90 minutes inclusive of reading, meeting and travelling time (factoring in where, at times, attendance can be online). Directors are expected to attend these sessions, and it is assumed that the attendance rate will be 80%.
 - (b) ERP Panel – The ERP Panel will operate for the duration of the ERP project which is expected to run for at least the next 12 months.
52. The increased time spent by most of the Committees and the expected increase in time anticipated to be spent by the Board on Management Briefing Sessions is in line with generally increasing workloads on Directors, especially NEDs.

Proposed Fees

53. Including time expected to be spent on Management Briefing Sessions, the proposed fee increase for the Board is 13.6%. This is justifiable given the expected improvement in the Board’s effectiveness by enhancing the Board’s ability to query management and to make better informed decisions and is also in line with international trends.

54. The average working hours of the Finance & General Committee very slightly reduced over the review period, due to the delivery of more succinct board papers and enhanced efficiency in the Committee's work especially from the period of 2017 onwards. However, the Committee's working hours moderately increased over the last three-year period (from 2022 to 2024) compared to the preceding five-year period. The increase in the Committee's workload over the 2022-2024 period is anticipated to continue and, in these circumstances, management considers it appropriate to maintain the Committee's current fees.
55. The review methodology results in moderate increases in the proposed fees of the Audit & Risk Committee and Nomination Committee, and material increases in the proposed fees of the Human Resources & Remuneration Committee and Sustainability Committee. Management considers that these increases are justified because of increasing demands on these Committees in recent years; for the Audit & Risk Committee, in terms of increased oversight on risk management; for the Human Resources & Remuneration Committee, in terms of succession planning and organisational capability; for the Sustainability Committee, in terms of managing longer-term emerging sustainability matters of the Group; and for the Nomination Committee, in terms of the growing demand on the continuous review of the composition, refreshment, independence and time commitments of the Board.
56. As with previous reviews since 2013, it is recommended to spread the proposed increase over a period of three years from 2025 to 2027. The proposed fees for the next three years are as set out in Resolution (5) in this Notice.
57. The methodology and resulting level of fees have been **reviewed by J.S. Gale & Co (JSG), external legal advisor**. JSG has reviewed the full 2025 Review and all supporting material provided by CLP, as well as the summary of the analysis and the proposed fees. On this basis, JSG has provided an opinion to the effect that the methodology adopted by CLP is reasonable and appropriate, has been fairly and consistently applied in all material respects and that the resulting proposed level of fees is reasonable and appropriate having regard to current corporate governance practices in Hong Kong and the UK.
58. The proposed level of fees has been considered and endorsed by the Human Resources & Remuneration Committee and the Board of the Company and is being recommended to Shareholders for approval.
59. The 2025 Review which contains JSG's opinion is available on the CLP website and can be obtained on request to the Company Secretary.

General Mandate to Issue 5% Shares and/or Sell Treasury Shares at 10% Benchmarked Price Discount – Resolution (6)

60. On 11 June 2024, the Listing Rules were amended to remove the requirement to cancel repurchased shares, to allow repurchased shares to be held in treasury and to adopt a framework to govern the resale of treasury shares. With effect from the 17 April 2025, the Companies Ordinance will allow companies to hold repurchased shares in treasury (see paragraphs 25 to 29 for further information).
61. At the AGM, Resolution (6) in the Notice will be proposed to give a general mandate to the Directors to allot and issue new shares of the Company and/or, subject to the passing of Resolution (4), to sell or transfer treasury shares not exceeding 5% of total issued shares (excluding any treasury shares) at the date of passing of the resolution.
62. In relation to the general mandate referred to in Resolution (6) in the Notice, an Ordinary Resolution was passed at the AGM held on 3 May 2024 giving a general mandate to the Directors to issue up to five per cent (5%) of the total number of shares 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 (10%) 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.
63. 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 (5%)** of the total number of shares of the Company in issue (excluding any treasury shares) **(rather than twenty per cent (20%))** and without any increase for shares repurchased as permitted 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 and/or, subject to the passing of Resolution (4), treasury shares to be sold or transferred pursuant to this general mandate **shall not be at a discount** of more than **ten per cent (10%) (rather than twenty per cent (20%))** as permitted 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.

64. 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 and/or sell or transfer treasury shares for flexibility in raising capital as and when needed.

Share Buy-back Mandate of 10% Shares in Issue – Resolution (7)

65. Subject to the requirements of the Listing Rules, the Amended Companies Ordinance and the passing of Resolution (4) in the Notice, the Company will be permitted to hold repurchased shares as treasury shares for resale, until such time as the Company sells or transfers such shares or decides to cancel them (see paragraphs 25 to 29 for further information).
66. At the AGM, Resolution (7) in the Notice will be proposed giving a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital (excluding treasury shares) at the date of the passing of the resolution.
67. In relation to the general mandate referred to in Resolution (7) in the Notice, an Ordinary Resolution was passed at the AGM on 3 May 2024 giving a general mandate to the Directors to repurchase shares of the Company on the Hong Kong Stock Exchange representing **up to ten per cent (10%)** of the total number of shares 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

68. The Board of the Company considers that each of the Resolutions (1) to (7) 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 Resolutions (1) to (7) to be proposed at the AGM.

Right to Demand a Poll

69. Pursuant to Articles 76(A) and 76(B) of the Articles of Association of the Company, a resolution put to the vote at the AGM shall be **decided by way of a poll** save that the Chairman of the AGM may in good faith, allow a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands. Where the Chairman allows a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands, **a poll may be demanded at the AGM** (before or upon the declaration of the result of the show of hands) 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 (5%) of the total voting rights of all the Shareholders having the right to vote at the AGM; or
 - (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 (5%) of the total sum paid up on all the shares conferring the right.
70. The results of the poll will be published on the Company's and the Hong Kong Stock Exchange's websites not later than the business day following the AGM.

Schedule 1 – Biographical Details of Directors Standing for Election and Re-election at the AGM
Part A – Election of Director (Newly appointed in 2024)

1. Mrs Kung Yeung Yun Chi Ann

Aged 62
Independent Non-executive Director
Member of Audit & Risk Committee and Finance & General Committee
Appointed on 22 October 2024 (less than 1 year)

Skills and Expertise

- Board/board committees leadership/other listed roles
- CLP market experience
- Executive leadership
- Related industry/global experience
- Professional and risk & compliance
- Sustainability
- Public administration

Titles, Qualifications and Education

- Bronze Bauhinia Star
- Justice of the Peace
- Bachelor of Science Degree in Business Administration (Accounting), University of Southern California, USA

Other Major Offices

- Link Asset Management Ltd.# (as manager of Link Real Estate Investment Trust) (Independent Non-executive Director, member of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration Committee)
- Bank of China (Hong Kong) Ltd. (the principal operating subsidiary of BOC Hong Kong (Holdings) Ltd.#) (Advisor)

Public Service

- HKSAR Public Service Commission (Member)
- HKSAR Civil Service Training Advisory Board (Non-official Member)
- HKSAR Government Standing Committee on Directorate Salaries and Conditions of Service (Chairperson)
- The Hong Kong Jockey Club (Steward)
- Community Chest of Hong Kong (Board Member and Vice Patron)
- Hong Kong Tourism Board (Member)
- Airport Authority Hong Kong (Board Member)
- Chinese University of Hong Kong (Council Member)
- Hong Kong Children's Hospital (Chairman of Hospital Governing Committee)
- Employers' Federation of Hong Kong (Chairman of Banking & Financial Services Group)

Past Experience

Mrs Kung had been Deputy Chief Executive of Bank of China (Hong Kong) Ltd. (BOCHK) from March 2015 until her retirement in July 2022. Prior to joining BOCHK, she held various senior positions at Standard Chartered Bank (Hong Kong) Ltd. Mrs Kung was previously a member of the Advisory Committee of the Securities and Futures Commission, the Financial Infrastructure and Market Development Sub-Committee of the Exchange Fund Advisory Committee under the Hong Kong Monetary Authority, and the Anti-Money Laundering and Counter-Terrorist Financing Review Tribunal. With over 30 years of experience in the banking industry, she possesses extensive knowledge and experience of financial services.

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Mrs Kung has no financial or family relationships with any Directors, Senior Management or substantial or controlling shareholders of the Company.

The securities of these companies are currently listed on the Hong Kong Stock Exchange.

Message from Mrs Kung

I am very much honoured to have been appointed as an Independent Non-executive Director by the CLP Holdings Board. Following my executive career in the banking sector, this is the second listed company board that I have joined as an Independent Non-executive Director.

As part of the interview process, I met with the Chairman, Vice Chairman and the CEO of the Company where I had the opportunity to learn about the values, mission and culture of the organisation. It certainly has given me a great deal of comfort to know that these fundamental and very important principles are taken seriously at the Board level.

Having joined the Board since October 2024, I've had a series of onboarding sessions with CLP's executive management team where I got to learn about different aspects of the Group's business and the regulatory regimes that we operate in. It's an exciting time to be in the power industry amidst the evolving issues that concern the industry such as climate change, digitalisation and the geo-politics.

I'm most enthusiastic about CLP's prospects, opportunities and challenges. With my professional background in finance and banking as well as my experience in public sector work, I hope I will be able to contribute and share my perspectives with the Board and management. Lastly, I very much look forward to working with management and my fellow Board Members in making a meaningful contribution to CLP as an Independent Non-executive Director.



Part B – Re-election of Directors

2. The Honourable Sir Michael Kadoorie

Aged 83

Chairman of the Board

Member of Nomination Committee

Appointed on 19 January 1967* (58 years)

Last re-elected^ on 5 May 2023

Skills and Expertise

- Board/board committees leadership/other listed roles
- CLP market experience
- Related industry/global experience
- Sustainability

Titles, Qualifications and Education

- Gold Bauhinia Star
- Commandeur de la Légion d'Honneur
- Commandeur de l'Ordre des Arts et des Lettres
- Commandeur de l'Ordre de la Couronne
- Commandeur de l'Ordre de Leopold II
- Honorary Doctor of Laws
- Honorary Doctor of Science

Other Major Offices

- The Hongkong and Shanghai Hotels, Ltd.# (Non-executive Chairman, and Chairman of Nomination Committee and Executive Committee)
- Sir Elly Kadoorie & Sons Ltd. (Director)
- Heliservices (Hong Kong) Ltd. (Chairman)

Past Experience

The Hon Sir Michael Kadoorie was an Independent Non-executive Director of CK Hutchison Holdings Ltd.# (until December 2022).

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

The Hon Sir Michael Kadoorie is the father and father-in-law of Mr Philip Lawrence Kadoorie and Mr Diego Alejandro González Morales respectively, who are Non-executive Directors of CLP Holdings, and is a substantial shareholder of the Company.

* The date given is that of appointment to the Board of China Light & Power Company, Ltd., the holding company of the CLP Group prior to the Group Reorganisation in 1998. The Hon Sir Michael Kadoorie was appointed Chairman to the Board of CLP Holdings on 31 October 1997.

^ Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

The securities of these companies are currently listed on the Hong Kong Stock Exchange.

3. Mr Andrew Clifford Winawer Brandler

Aged 68

Vice Chairman of the Board

Chairman of Finance & General Committee; and Member of Human Resources & Remuneration Committee and Sustainability Committee

Appointed on 6 May 2000 (24 years)

Last re-elected on 5 May 2023

Skills and Expertise

- Board/board committees leadership/other listed roles
- CLP market experience
- Executive leadership
- Related industry/global experience
- Professional and risk & compliance
- Sustainability

Titles, Qualifications and Education

- Member of the Institute of Chartered Accountants in England and Wales
- Master of Arts, the University of Cambridge
- Master in Business Administration, Harvard Business School

Major Positions Held with the Group

- EnergyAustralia Holdings Ltd. (Director)

Other Major Offices

- The Hongkong and Shanghai Hotels, Ltd.[#] (Non-executive Director, Chairman of Finance Committee, and member of Audit Committee, Remuneration Committee and Executive Committee)
- Sir Elly Kadoorie & Sons Ltd. (Chairman)
- MTR Corporation Ltd.[#] (Independent Non-executive Director, Chairman of Finance & Investment Committee and member of Audit & Risk Committee)

Public Service

- Golf Association of Hong Kong, China Ltd. (Director)
- The Chinese International School Foundation (Chairman of the Board of Governors)

Past Experience

Mr Brandler was the Group Managing Director and Chief Executive Officer of CLP Holdings from 6 May 2000 to 30 September 2013. He continued to serve on the Board of CLP Holdings as an Executive Director until his redesignation as a Non-executive Director on 1 April 2014.

Mr Brandler has had an extensive career as a banker in the energy and utility sector in North America, Europe and, since 1995, in Asia. His experience covers power sector deregulation in the United States during the 1980s, and, moving back to London in 1989, the UK electricity industry privatisation and deregulation in the early 1990s. Immediately prior to joining CLP, Mr Brandler was Head of Asia Pacific Corporate Finance at Schroders, the UK investment bank, based in Hong Kong.

Mr Brandler was the Chairman of The Hong Kong General Chamber of Commerce from May 2008 to May 2010 and a Non-executive Director of Tai Ping Carpets International Ltd.[#] from May 2014 to December 2023. He resigned as the Deputy Chairman of the Board of The Hongkong and Shanghai Hotels, Ltd.[#] with effect from 31 December 2024.

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Mr Brandler is the chairman of Sir Elly Kadoorie & Sons Ltd., overseeing a number of Kadoorie Family interests in Hong Kong and overseas and, as such, is associated with the substantial shareholders of the Company.

[^] Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

[#] The securities of these companies are currently listed on the Hong Kong Stock Exchange.

4. Mr Philip Lawrence Kadoorie

Aged 33

Non-executive Director

Member of Finance & General Committee and Sustainability Committee

Appointed on 7 August 2018 (6 years)

Last re-elected[^] on 6 May 2022

Skills and Expertise

- Board/board committee leadership/other listed roles
- CLP market experience
- Related industry/global experience
- Sustainability

Titles, Qualifications and Education

- Bachelor of Science in Communication, Boston University
- FAA Commercial Pilot's Licence
- Intensive Putonghua course, Tsinghua University (Beijing)

Other Major Offices

- The Hongkong and Shanghai Hotels, Ltd.[#] (Non-executive Deputy Chairman of the Board and member of Executive Committee)
- Sir Elly Kadoorie & Sons Ltd. (Director)
- Heliservices (Hong Kong) Ltd. (Director)
- Metrojet Ltd. (Director)
- CK Hutchison Holdings Ltd.[#] (Independent Non-executive Director)

Past Experience

Prior to his appointment to the Board of The Hongkong and Shanghai Hotels, Ltd.[#] in 2017, Mr Kadoorie completed various internships in commercial property companies, Schroders Bank in London and at CLP Group in Hong Kong.

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Mr Kadoorie is the son of the Chairman, The Honourable Sir Michael Kadoorie, and brother-in-law of Mr Diego Alejandro González Morales, a Non-executive Director of the Company, and is a substantial shareholder of the Company.

[^] Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

[#] The securities of these companies are currently listed on the Hong Kong Stock Exchange.

5. Mr Nicholas Charles Allen

Aged 69

Independent Non-executive Director

Chairman of Human Resources & Remuneration Committee and Nomination Committee; and Member of Audit & Risk Committee, Finance & General Committee and Sustainability Committee

Appointed on 12 May 2009 (15 years)

Last re-elected[^] on 5 May 2023

Skills and Expertise

- Board/board committees leadership/other listed roles
- CLP market experience
- Related industry/global experience
- Professional and risk & compliance
- Sustainability
- Technology

Titles, Qualifications and Education

- Fellow of the Institute of Chartered Accountants in England and Wales
- Member of the Hong Kong Institute of Certified Public Accountants
- Bachelor of Arts in Economics/Social Studies, the University of Manchester

Other Major Offices

- Hong Kong Exchanges and Clearing Ltd.[#] (Independent Non-executive Director, Chairman of Audit Committee and member of Risk Committee)
- The London Metal Exchange (Non-executive Director, Chairman of Audit Committee and member of Remuneration Committee)
- LME Clear Limited (Non-executive Director, Chairman of Audit Committee, and member of Nomination Committee and Remuneration Committee)

Past Experience

Mr Allen joined Coopers & Lybrand (C&L) in London in 1977 and was transferred to C&L Hong Kong in 1983. He was admitted to partnership in C&L Hong Kong in 1988, which was subsequently merged with Price Waterhouse into PricewaterhouseCoopers (PwC) in 1998. Mr Allen retired from PwC in 2007.

Mr Allen was an Independent Non-executive Director of Lenovo Group Ltd.[#] (until July 2021) and an Independent Non-executive Director of Link Asset Management Ltd.[#] (as manager of Link Real Estate Investment Trust) (until 1 August 2024).

Relationships with any Directors, Senior Management or Substantial or Controlling Shareholders of the Company

Mr Allen has no financial or family relationships with any Directors, Senior Management or substantial or controlling shareholders of the Company.

[^] Under the Company's Articles of Association on retirement and rotation for the re-election of Directors, Directors would typically serve a period of three years since the year of last election or re-election; however at times, depending on the number of Directors on the Board, the term may be for a period of two years.

[#] The securities of these companies are currently listed on the Hong Kong Stock Exchange.

Schedule 2 – CLP Board Diversity

In addition to independence and gender, our concept of diversity incorporates a number of different aspects including but not limited to age, cultural and educational background, professional experience, business perspectives, skills, knowledge, ethnicity and length of service.

Our Board Diversity Policy also recognises that board diversity can be achieved without increasing the size of the Board and that a reduction in board size due to retirements without replacement can also be a way to further diversity. The Policy also stipulates a numerical target for female Directors representation on the CLP Holdings Board of not less than 30%.

In our 2024 Annual Report, we have set out the various diversity aspects of our Board. On the assumption that all the Directors as set out in Schedule 1 of the Notice would be elected and re-elected at the 2025 AGM as proposed, set out below is our assessment of the Board diversity:



Length of service

The majority of the Board has a tenure of service below six years and the percentage of Directors with a tenure of service of over nine years is at 23%.



Capacity

Representation of Independent Non-executive Directors will maintain at a strong level of 54%; and representation of Executive Director in the Board will remain at a relatively low level of 8%; thereby allowing greater representation of Independent and Non-executive Directors.



Gender

Gender diversity (female representation) will maintain at a high level of 38% amongst Hong Kong listed companies.



Nationality

The Board will remain reasonably diverse in terms of nationality.

The Directors' skills and expertise as a whole would be as follows:

	Board/board committees leadership/ other listed roles	CLP market experience (Hong Kong/ Mainland China (including Greater Bay Area)/ Australia/ India/Taiwan Region and Thailand)	Executive leadership	Related industry/global experience (Infrastructure/ Power)	Professional (Accounting/ Engineering/ HR/Legal) and risk & compliance	Sustainability (Environmental, Social & Governance)	Technology	Public administration
Non-executive Directors								
The Hon Sir Michael Kadoorie	✓	✓		✓		✓		
Mr Andrew Brandler	✓	✓	✓	✓	✓	✓		
Mr Philip Kadoorie	✓	✓		✓		✓		
Mrs Betty Yuen	✓	✓	✓	✓	✓	✓		
Mr Diego González Morales	✓	✓	✓	✓	✓	✓		
Independent Non-executive Directors								
Mr Nicholas C. Allen	✓	✓		✓	✓	✓	✓	
Ms May Siew Boi Tan	✓	✓	✓	✓	✓	✓		
Ms Christina Gaw	✓	✓	✓	✓		✓		
Mr Chunyuan Gu	✓	✓	✓	✓	✓	✓	✓	
Mr Bernard Chan	✓	✓	✓	✓	✓	✓		✓
Ms Wang Xiaojun Heather	✓	✓	✓	✓	✓	✓	✓	
Mrs Ann Kung	✓	✓	✓	✓	✓	✓		✓
Executive Director								
Mr T.K. Chiang		✓	✓	✓	✓	✓		
Coverage (% of entire Board)	92%	100%	77%	100%	77%	100%	23%	15%
No. of Directors (Full Board of 13)^(Note)	12	13	10	13	10	13	3	2

Note: Multiple professional background and experience may apply to a Director.

EXPLANATORY STATEMENT ON THE NEW ARTICLES OF ASSOCIATION

The following is a summary of the proposed changes under the New Articles and uses the same headings as used in the Current Articles and the New Articles.

1. Definition

1.1 A new definition has been incorporated:

“**treasury shares**” means shares in the Company which were bought (or regarded as having been bought) by the Company as provided by the Statutes and which have been held by the Company continuously since being bought (or regarded as having been bought).

2. Shares

2.1 Both the Current Articles and the New Articles provide that the Company may buy back its shares, subject to applicable legislation and rules.

2.2 Both the Current Articles and the New Articles allow the Company to pay commissions to persons subscribing or procuring subscriptions for shares. The Amended Companies Ordinance provides that the **Company may sell or transfer its treasury shares**. The New Articles allow the Company to pay commissions to persons in relation to the sale or transfer of treasury shares.

3. Variation of Rights

3.1 The Amended Companies Ordinance provides that treasury shares are not counted towards the total voting rights in respect of shares or any class of shares. The New Articles clarify that treasury shares are excluded from the calculation of shareholder percentages in relation to shareholder consents and determining the quorum for meetings.

4. Proceedings at General Meetings

4.1 The New Articles clarify that treasury shares are excluded from the calculation of shareholder percentages for the purpose of carrying out a poll.

5. Directors' Interests

5.1 The New Articles clarify that treasury shares are excluded from the calculation of the percentage of a director's interests in the shares of a company.

6. Reserves

- 6.1 The Current Articles provide that the Board may utilise the profits of the Company to invest in such investments (other than shares of the Company or its holding company) as the Board may think fit. This would prohibit the Company from holding treasury shares. The New Articles allow the Board to utilise the Company's profits to invest in any investments as the Board may think fit (i.e. this would include the Company repurchasing its shares which could then be held as treasury shares).

7. Capitalisation of Reserves

- 7.1 Both the Current Articles and the New Articles provide for the capitalisation of the Company's reserves or distributable profits and the allotment of bonus shares.
- 7.2 The Amended Companies Ordinance provides that a listed company may allot shares as fully paid bonus shares in respect of its treasury shares, and any such bonus shares will be regarded as bought back and held by the listed company as treasury shares, unless the listed company decides to cancel them. The New Articles clarify that the Company is allowed to participate in an allotment of bonus shares in respect of its treasury shares.

8. Notices

- 8.1 The Current Articles provide that the Company may distribute any notice or document to a Shareholder by publishing it on the Company's website with the prior agreement of such Shareholder. The communication is deemed received by the Shareholder when the communication is made available on the website or if later, at the time the Shareholder is notified of such publication on the website.
- 8.2 The Amended Companies Ordinance provides that a listed company may send communications to a shareholder by means of a website without obtaining the shareholder's consent. The New Articles **allow the Company to send communications to a Shareholder by publishing them on a website, without obtaining the Shareholder's prior agreement**. However, the New Articles provide that notices given by the Company are subject to all relevant requirements in the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations and the Amended Companies Ordinance requires the Company to send a one-off notification to Shareholders before using this new provision.
- 8.3 The New Articles clarify that the communication on a website is deemed received on the date on which notification of the publication is served on the Shareholder, or if no notification is required by legislation or the Listing Rules, the communication is received on the day it is published on the relevant website.

9. Other Changes

- 9.1 Other minor changes to the Current Articles are also proposed. These changes are for clarity or consequential amendments in line with the above proposed changes.

The legal advisors of the Company have confirmed that the **proposed changes** in the New Articles **comply** with the Listing Rules and applicable laws of Hong Kong. The Company confirms there is **nothing unusual** about the proposed changes for a Hong Kong company listed on the Hong Kong Stock Exchange.

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 On 11 June 2024, the Listing Rules were amended to remove the requirement to cancel repurchased shares, to allow repurchased shares to be held in treasury and to adopt a framework to govern the resale of treasury shares. With effect from 17 April 2025, the Amended Companies Ordinance will allow the Company to hold repurchased shares in treasury, subject to the passing of Resolution (4) in this Notice (see paragraphs 25 to 29 for further information).
- 1.2 Resolution (7) 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 (10%)** of the total number of shares of the Company in issue (excluding any treasury shares) at the date of the AGM at any time from the passing of the Resolution until the conclusion of the next AGM of the Company, the expiration of the period within which the next AGM 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).
- 1.3 On the basis of 2,526,450,570 shares in issue as at the latest practicable date, if the buy-back mandate is exercised in full, this would result in up to 252,645,057 shares being bought back by the Company during the Relevant Period.
- 1.4 In view of the changes to the Listing Rules and the Companies Ordinance, if the Company repurchases any shares pursuant to the buy-back mandate provided by Resolution (7) in the Notice, the Company will either (i) cancel the repurchased shares and/or (ii) subject to the passing of Resolution (4) in the Notice, hold such shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of shares are made.
- 1.5 If the Company holds any treasury shares, any sale or transfer of such treasury shares will be subject to the Company's general mandate referred to in Resolution (6) in the Notice and made in accordance with the Listing Rules, the Company's Articles of Association and applicable laws and regulations of Hong Kong.

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 2024). 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 Amended Companies Ordinance (with effect from 17 April 2025) and the Listing Rules provide that the shares repurchased by the Company may be held as treasury shares or cancelled. Under the Listing Rules, the listing status of all shares which are held as treasury shares is retained. The Listing Rules also provide that any shares repurchased by the Company and cancelled are automatically delisted and the Company must ensure that the corresponding certificates are cancelled and destroyed.

5. Buy-backs Made by the Company

- 5.1 **The Company has not repurchased any shares** on the Hong Kong Stock Exchange in the six months prior to the date of the Notice.

6. Share Prices

- 6.1 The highest and lowest prices at which shares have been traded on the Hong Kong Stock Exchange during each of the previous 12 months and as at the latest practicable date were as follows:

	Highest HK\$	Lowest HK\$
2024		
March	65.85	61.85
April	63.95	59.20
May	67.25	61.85
June	66.40	61.60
July	67.40	62.15
August	71.00	66.90
September	73.20	67.45
October	70.20	65.55
November	67.20	64.55
December	66.30	63.30
2025		
January	66.10	62.30
February	66.85	63.20
12 March (latest practicable date)	64.00	63.55

7. Disclosure of Interests

- 7.1 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.
- 7.2 The Directors, so far as the same may be applicable, will exercise the buy-back mandate pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Hong Kong.
- 7.3 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.

8. The Codes on Takeovers and Mergers and Share Buy-backs

- 8.1 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.
- 8.2 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 total number of shares of the Company in issue.

8.3 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 the 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.

9. General

9.1 The Amended Companies Ordinance provides that shareholders' rights attaching to treasury shares are suspended, including the right to vote, and to receive dividends or distributions. It also allows treasury shares to be held in the name of the Company or registered under the name of the CCASS nominee, HKSCC Nominees Limited (**CCASS Nominee**), which means that Shareholders' rights attached to such shares will be automatically suspended once the shares are repurchased by the Company irrespective of whether the shares are held in the name of the Company or the CCASS Nominee. The Company must continue to hold, in the name of the CCASS Nominee, repurchased shares as treasury shares in a segregated account in CCASS. The Company will, upon completion of any share repurchase, give clear written instructions to the Company's Registrar and the relevant broker to update the record to clearly identify those repurchased shares held in CCASS as treasury shares.

9.2 The holding and/or sale of the treasury shares is subject to the passing of Resolution (4) in this Notice.

10. Confirmation

10.1 The Company confirms that **neither this Explanatory Statement nor the proposed share buy-back has any unusual features.**

Where is the AGM Venue

年會會場位置圖

Crowne Plaza Hong Kong Kowloon East
香港九龍東皇冠假日酒店

3 Tong Tak Street, Tseung Kwan O, Hong Kong
香港將軍澳唐德街3號



Adjacent shopping mall to AGM Venue

毗連年會場地的商場

PopCorn 1

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)
- 扶手電梯 Escalator
- 升降機 Lift
- 傷健人士專用升降機 Lift for the Disabled