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**CHEUNG KONG (HOLDINGS) LIMITED**

**長江實業(集團)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0001)**

**REORGANISATION PROPOSAL –  
CHANGE OF THE HOLDING COMPANY OF THE GROUP  
FROM CHEUNG KONG (HOLDINGS) LIMITED TO**

**CK HUTCHISON HOLDINGS LIMITED**

**長江和記實業有限公司**

*(a company incorporated in the Cayman Islands with limited liability,*

*the shares of which are proposed to be listed on*

*the Main Board of the Stock Exchange by way of introduction)*

**BY WAY OF A SCHEME OF ARRANGEMENT**

*(under the Companies Ordinance)*

- (1) DESPATCH OF SCHEME DOCUMENT;  
(2) BOOK CLOSURE PERIOD AND RECORD DATE  
FOR DETERMINING ENTITLEMENT  
TO ATTEND AND VOTE  
AT THE COURT MEETING AND THE GENERAL MEETING;  
AND  
(3) BOOK CLOSURE PERIOD AND RECORD DATE  
FOR DETERMINING ENTITLEMENT  
TO CKH HOLDINGS SHARES UNDER THE SCHEME**

**Financial adviser to Cheung Kong (Holdings) Limited and CK Hutchison Holdings Limited**

**HSBC** 

The Board wishes to announce that the Scheme Document, containing, among other things, details of the Scheme, the expected timetable of the Reorganisation Proposal and notices convening the Court Meeting and the General Meeting, will be despatched to the Shareholders on 6 February 2015.

Shareholders should note that subject to the Scheme becoming effective, (i) the Shares are expected to cease trading on the Main Board at 4:00 p.m. on Tuesday, 10 March 2015 and to be withdrawn from listing on the Main Board at 9:00 a.m. on Wednesday, 18 March 2015; and (ii) dealings in the CKH Holdings Shares on the Main Board are expected to commence at 9:00 a.m. on Wednesday, 18 March 2015.

Shareholders should also note that, upon the listing of the CKH Holdings Shares, the board lot size for trading of CKH Holdings Shares will be 500 CKH Holdings Shares (which is different from the current board lot size for trading in Shares on the Stock Exchange of 1,000 Shares).

**Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should note that the Reorganisation Proposal is subject to, among other things, compliance with applicable legal and regulatory requirements, including the requirement for approval by the Shareholders at the Court Meeting and the General Meeting, sanction of the Scheme by the Court and approval of the Stock Exchange and/or other regulators. Accordingly, there is no certainty as to whether, and if so when, the Reorganisation Proposal will proceed and/or will become effective. Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should exercise caution when dealing in the Shares or other securities of the Company.**

Reference is made to the announcement dated 9 January 2015 issued jointly by the Company and Hutchison in relation to, among other things, the Reorganisation Proposal.

## **DESPATCH OF SCHEME DOCUMENT**

The scheme document (the “**Scheme Document**”), containing, among other things, details of the Scheme, the expected timetable of the Reorganisation Proposal and notices convening the Court Meeting and the General Meeting, will be despatched on 6 February 2015 to the Shareholders. Unless otherwise defined, capitalised terms used in this announcement shall bear the same meanings as those defined in the Scheme Document.

## EXPECTED TIMETABLE

Set out below is the expected timetable for the Reorganisation Proposal (assuming, among other things, that the Reorganisation Proposal will proceed to completion), which has been set out in the Scheme Document:

2015

Date of despatch of the Scheme Document . . . . . Friday, 6 February

Latest time for lodging forms of proxy

in respect of *(Note 1)*:

Court Meeting . . . . . 9:00 a.m. on Monday, 23 February

General Meeting . . . . . 9:30 a.m. on Monday, 23 February

Latest time for lodging forms of transfer of Shares

to qualify for entitlement to vote

at the Court Meeting and the General Meeting . . . . . 4:30 p.m. on Monday, 23 February

Closure of register of members of the Company for

determining entitlement to attend and vote at

the Court Meeting and the General Meeting *(Note 2)* . . . . . from Tuesday, 24 February

to Wednesday, 25 February

(both days inclusive)

Record date for determining entitlement to

attend and vote at the Court Meeting and

the General Meeting . . . . . Wednesday, 25 February

Suspension of dealings in the Shares *(Note 3)* . . . . . 9:00 a.m. on Wednesday, 25 February

Court Meeting *(Note 4)* . . . . . 9:00 a.m. on Wednesday, 25 February

General Meeting *(Note 4)* . . . . . 9:30 a.m. on Wednesday, 25 February

(or as soon thereafter as the Court Meeting

shall have been concluded or adjourned)

Announcement of the results of the Court Meeting

and the General Meeting posted on

the website of the Stock Exchange *(Note 3)* . . . . . after 4:30 p.m. on Wednesday, 25 February

Resumption of dealings in the Shares *(Note 3)* . . . . . 9:00 a.m. on Thursday, 26 February

Court hearing of the summons for directions in respect of the Scheme .....	Thursday, 5 March
Dealings in the Shares on the Stock Exchange cease .....	4:00 p.m. on Tuesday, 10 March
Latest time for lodging transfers of Shares in order to be entitled to CKH Holdings Shares .....	4:30 p.m. on Thursday, 12 March
Closure of register of members of the Company for determining entitlement to CKH Holdings Shares ( <i>Note 5</i> ) .....	from Friday, 13 March onwards
Court hearing of the petition to sanction the Scheme ( <i>Note 6</i> ) .....	Tuesday, 17 March
Record Time .....	4:00 p.m. on Tuesday, 17 March
Announcement of the result of hearing of petition to sanction the Scheme, the expected Effective Date, the expected date of withdrawal of listing of the Shares, and the expected date of commencement of dealings in CKH Holdings Shares posted on the website of the Stock Exchange .....	Tuesday, 17 March
Despatch of the new certificates for CKH Holdings Shares ( <i>Note 7</i> ) .....	Tuesday, 17 March
Effective Date ( <i>Note 6</i> ) .....	Wednesday, 18 March
Withdrawal of the listing of the Shares on the Main Board .....	9:00 a.m. on Wednesday, 18 March
Dealings in CKH Holdings Shares on the Stock Exchange commence .....	9:00 a.m. on Wednesday, 18 March
Announcement of, among other things, the Effective Date and the withdrawal of the listing of the Shares posted on the website of the Stock Exchange .....	Wednesday, 18 March

**Shareholders should note that the dates or deadlines specified in the above timetable are subject to change. Further announcement(s) regarding the Reorganisation Proposal will be made in the event that there is any change to the above timetable.**

*Notes:*

1. The pink form of proxy in respect of the Court Meeting and the blue form of proxy in respect of the General Meeting should be completed and signed in accordance with the instructions respectively printed on them and should be lodged at the Company's registered office at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong, as soon as possible and in any event not later than the relevant times and dates stated above. In the case of the pink form of proxy in respect of the Court Meeting, it may alternatively be handed to the Chairman of the Court Meeting at the Court Meeting if it is not so lodged. Completion and return of a form of proxy for the Court Meeting or the General Meeting will not preclude a Scheme Shareholder or a Shareholder from attending and voting in person at the relevant meeting if he or she so wishes. In such event, the returned form of proxy will be deemed to have been revoked.
2. The register of members of the Company will be closed during such period for the purpose of determining entitlement of the Scheme Shareholders to attend and vote at the Court Meeting and the Shareholders to attend and vote at the General Meeting. For the avoidance of doubt, this period of closure is not for determining entitlement of Scheme Shareholders under the Scheme.
3. Dealings in the Shares will be suspended from 9:00 a.m. on Wednesday, 25 February 2015 pending publication of an announcement of the results of the Court Meeting and the General Meeting. The expected timing of the announcement of the results of the Court Meeting and the General Meeting and the resumption of dealings in the Shares are indicated in the table above but if the results are published between noon and 12:30 p.m. on Wednesday, 25 February 2015, dealings in the Shares will resume at 1:00 p.m. on the same day instead of at 9:00 a.m. on Thursday, 26 February 2015.
4. If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 6:00 a.m. on the date of the Court Meeting and the General Meeting, the Court Meeting and the General Meeting will be postponed. Shareholders are requested to visit the website of the Company at [www.ckh.com.hk](http://www.ckh.com.hk) for details of alternative meeting arrangements.

The Court Meeting and the General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2128 8888 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.

Shareholders should make their own decision as to whether to attend the Court Meeting and the General Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

5. The register of members of the Company will be closed during such period for the purpose of determining the identities of the Scheme Shareholders who are qualified for entitlement to the CKH Holdings Shares under the Scheme.
6. The Scheme will become effective when it is sanctioned (with or without modification(s)) by the Court and an office copy of the order of the Court sanctioning the Scheme, together with the minute and return that comply with subsections (2) and (3) of section 230 of the Companies Ordinance, respectively, are registered by the Companies Registrar. If the Scheme shall not have become effective by Tuesday, 30 June 2015 or such later date as the Court may direct, the Scheme will lapse. The Shareholders will be advised by an announcement of the exact date upon which the Scheme becomes effective.
7. Share certificates for the CKH Holdings Shares will only become valid when the Scheme becomes effective.

All times and dates in this announcement refer to Hong Kong times and dates.

## **BOOK CLOSURE PERIOD AND RECORD DATE FOR DETERMINING ENTITLEMENT TO ATTEND AND VOTE AT THE COURT MEETING AND THE GENERAL MEETING**

The register of members of the Company will be closed from Tuesday, 24 February 2015 to Wednesday, 25 February 2015 (both days inclusive) for the purpose of determining the entitlement of Shareholders to attend and vote at the Court Meeting and the General Meeting. During such period, no transfers of Shares will be registered. In order to qualify to attend and vote at the Court Meeting and the General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 23 February 2015. Shareholders whose names appear on the register of members of the Company on Wednesday, 25 February 2015 will be entitled to attend and vote at the Court Meeting and the General Meeting.

## **BOOK CLOSURE PERIOD AND RECORD DATE FOR DETERMINING ENTITLEMENT TO CKH HOLDINGS SHARES UNDER THE SCHEME**

If the Scheme is approved at the Court Meeting and the special resolution set out in the notice of the General Meeting is passed, the register of members of the Company will be closed from Friday, 13 March 2015 onwards for the purpose of determining the entitlement of Shareholders to CKH Holdings Shares under the Scheme. During such period, no transfers of Shares will be registered. In order to qualify for entitlements to CKH Holdings Shares under the Scheme, all transfers accompanied by the relevant share certificates must be lodged with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, 12 March 2015. Subject to the Scheme becoming effective, Shareholders whose names appear on the register of members of the Company at 4:00 p.m. on Tuesday, 17 March 2015 will be entitled to CKH Holdings Shares under the Scheme.

## **OVERSEAS SHAREHOLDERS**

Shareholders whose addresses, as shown on the register of members of the Company, are outside Hong Kong should read the section headed "Non-Qualifying Overseas Shareholders" in the Explanatory Statement contained in the Scheme Document as this section contains important information in relation to their entitlement to receive CKH Holdings Shares under the Scheme.

## **CESSATION OF DEALINGS IN THE SHARES, WITHDRAWAL OF LISTING OF THE SHARES AND DEALINGS IN THE CKH HOLDINGS SHARES**

Shareholders should note that the Directors currently expect that subject to the Scheme becoming effective, (i) dealings in the Shares on the Main Board will cease at 4:00 p.m. on Tuesday, 10 March 2015 and the listing of the Shares on the Main Board will be withdrawn at 9:00 a.m. on Wednesday, 18 March 2015; and (ii) dealings in the CKH Holdings Shares on the Main Board will commence at 9:00 a.m. on Wednesday, 18 March 2015.

## **BOARD LOT SIZE FOR TRADING IN CKH HOLDINGS SHARES AND SHARE CERTIFICATES FOR CKH HOLDINGS SHARES**

Shareholders should note that upon the listing of the CKH Holdings Shares, the board lot size for trading in CKH Holdings Shares on the Stock Exchange will be 500 CKH Holdings Shares (which is different from the current board lot size for trading in Shares on the Stock Exchange of 1,000 Shares). One share certificate for CKH Holdings Shares will be issued to each CKH Holdings Shareholder for their entitlement to CKH Holdings Shares under the Scheme, save for share certificates to be issued to HKSCC Nominees Limited which may be in such denominations as requested by it.

## **GENERAL**

**Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should note that the Reorganisation Proposal and the transactions thereunder are subject to, among other things, compliance with applicable legal and regulatory requirements, including the requirements for approval by the Shareholders at the Court Meeting and the General Meeting, sanction of the Scheme by the Court and approval of the Stock Exchange and/or other regulators. Accordingly, there is no certainty as to whether, and if so when, the Reorganisation Proposal and the transactions thereunder will proceed and/or will become effective. Shareholders are advised to read the Scheme Document carefully before taking any action in respect of the Scheme.**

**Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should exercise caution when dealing in the Shares or other securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

By Order of the Board  
**Cheung Kong (Holdings) Limited**  
**LI Ka-shing**  
*Chairman*

Hong Kong, 5 February 2015

*As at the date of this announcement, the Directors are: Mr. Li Ka-shing (Chairman), Mr. Li Tzar Kuoi, Victor (Managing Director and Deputy Chairman), Mr. Kam Hing Lam (Deputy Managing Director), Mr. Ip Tak Chuen, Edmond (Deputy Managing Director), Mr. Chung Sun Keung, Davy, Ms. Pau Yee Wan, Ezra, Ms. Woo Chia Ching, Grace and Mr. Chiu Kwok Hung, Justin as executive Directors; Mr. Leung Siu Hon, Mr. Fok Kin Ning, Canning, Mr. Frank John Sixt, Mr. Chow Kun Chee, Roland, Mr. George Colin Magnus and Mr. Lee Yeh Kwong, Charles as non-executive Directors; and Mr. Kwok Tun-li, Stanley, Mr. Yeh Yuan Chang, Anthony, Mr. Simon Murray, Mr. Chow Nin Mow, Albert, Ms. Hung Siu-lin, Katherine, Dr. Wong Yick-ming, Rosanna (also alternate director to Mr. Simon Murray) and Mr. Cheong Ying Chew, Henry as independent non-executive Directors.*

*Note: Other than Chairman, Managing Director and Deputy Managing Directors, order by date of appointment, and in the case of Non-executive Directors (“NED”)/Independent Non-executive Directors (“INED”), order by date of appointment as NED/INED.*