

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We _____ of _____
being the registered Shareholder(s) of _____ shares of HK\$5.00 each in CLP Holdings Limited 中電控股有限公司 (the Company) hereby appoint _____ of _____ or failing him/her the Chairman of the Annual General Meeting of the Company to be held on 22 April 2004 as my/our proxy to attend and vote for me/us and on my/our behalf at the aforementioned Annual General Meeting, and at every adjournment thereof on the undermentioned resolutions as indicated:

		See Note 4	
		For	Against
(1)	To adopt the audited Accounts for the year ended 31 December 2003 and the Reports of the Directors and Auditors thereon.		
(2)	(a) To declare a final dividend of HK\$0.65 per share.		
	(b) To declare a special final dividend of HK\$0.10 per share.		
(3)	(a) To re-elect Mr. Vernon Francis Moore as Director.		
	(b) To re-elect Mr. Rudolf Bischof as Director.		
	(c) To re-elect Mr. Loh Chung Hon, Hansen as Director.		
	(d) To re-elect Mr. William Elkin Mocatta as Director.		
	(e) To elect Dr. Lee Yui Bor as Director.		
(4)	To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the Directors to fix their remuneration for the year ended 31 December 2004.		
(5)	To amend the Articles of Association of the Company as set out in Resolution (5) in the Notice of Annual General Meeting.		
(6)	To approve the retirement by rotation of all Executive Directors in office over the course of no more than three annual general meetings, commencing with this Annual General Meeting.		
(7)	To re-elect Mr. Tse Pak Wing, Peter as Executive Director.		
(8)	(a) To revise the levels of remuneration payable to the Chairman, the Vice Chairmen and the other Non-executive Directors effective from 1 July 2004.		
	(b) To provide additional remuneration to those Non-executive Directors who also serve on the Board Committees of the Company effective from 1 July 2004.		
(9)	To give a general mandate to the Directors to issue and dispose of additional shares in the Company; not exceeding ten per cent of the issued share capital at the date of this Resolution.		
(10)	To give a general mandate to the Directors to exercise all the powers of the Company to purchase or otherwise acquire shares of HK\$5.00 each in the capital of the Company; not exceeding ten per cent of the issued share capital at the date of this Resolution.		
(11)	To add the aggregate nominal amount of the shares which are purchased or otherwise acquired under the general mandate in Resolution (10) to the aggregate nominal amount of the shares which may be issued under the general mandate in Resolution (9).		

Dated _____ day of _____ 2004 Signature(s) _____

Notes:

- A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. The proxy need not be a Shareholder of the Company but must attend the Meeting in person to represent you.
- Shareholders who would like to appoint proxies to attend and vote in their stead at the Annual General Meeting may use this form or download a copy from our website at www.clpgroup.com.
- Please insert the number of shares of HK\$5.00 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please indicate with a '✓' in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion.
- The full wording of the resolutions to be proposed at the Annual General Meeting and Explanatory Notes are set out in the Notice of Annual General Meeting which is available on our website on 10 March 2004 and sent to all Shareholders on 29 March 2004.
- In order to be valid, **proxy forms must be completed, signed and deposited at the Company's Registrars**, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting.
- The Chairman will demand a poll on each of the questions submitted for determination at the Annual General Meeting. On a poll, every Shareholder present in person or by proxy or (being a corporation) is represented by proxy shall have one vote for every share held by him/her. The results of the poll will be published as explained in Explanatory Note 12 of the Notice of Annual General Meeting.