

中電控股有限公司

CLP Holdings Limited

(incorporated in Hong Kong with limited liability under the Companies Ordinance)



中電控股

CLPHoldings

Annual General Meeting held on 22 April 2004 — Poll Results

At the Annual General Meeting of CLP Holdings Limited held at The Peninsula, Salisbury Road, Kowloon, Hong Kong, on 22 April 2004 (the “AGM”), a poll was demanded by the Chairman for voting on all the proposed and seconded resolutions, as set out in the Notice of Annual General Meeting dated 25 February 2004.

As at the date of the AGM, the issued share capital of CLP Holdings was 2,408,245,900 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

All the resolutions, which were voted on by poll, were approved by Shareholders. The vote-taking at the AGM was scrutinised by Messrs. Ernst & Young, Certified Public Accountants. The poll results in respect of the resolutions were as follows:

	RESOLUTIONS	No. of Votes (%)	
		For	Against
(1)	To adopt the audited Accounts for the year ended 31 December 2003 and the Reports of the Directors and Auditors thereon. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.	1,187,733,760 (99.9997%)	3,512 (0.0003%)
(2)	(a) To declare a final dividend of HK\$0.65 per share. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.	1,217,517,174 (99.9999%)	672 (0.0001%)
	(b) To declare a special final dividend of HK\$0.10 per share. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.	1,217,599,312 (99.9992%)	9,888 (0.0008%)
(3)	(a) To re-elect Mr. Vernon Francis Moore as Director. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.	1,199,914,718 (99.4791%)	6,283,550 (0.5209%)
	(b) To re-elect Mr. Rudolf Bischof as Director. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.	1,199,897,172 (99.4785%)	6,290,750 (0.5215%)

	RESOLUTIONS	No. of Votes (%)	
		For	Against
	(c) To re-elect Mr. Loh Chung Hon, Hansen as Director.	1,199,806,665 (99.4782%)	6,293,550 (0.5218%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(d) To re-elect Mr. William Elkin Mocatta as Director.	1,199,820,875 (99.4784%)	6,291,350 (0.5216%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(e) To elect Dr. Lee Yui Bor as Director.	1,200,841,423 (99.4784%)	6,296,150 (0.5216%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(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.	1,206,609,095 (99.9906%)	113,308 (0.0094%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(5)	To amend the Articles of Association of the Company as set out in Resolution (5) in the Notice of Annual General Meeting.	1,209,635,351 (99.7818%)	2,644,722 (0.2182%)
	As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(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.	1,212,825,688 (99.6084%)	4,768,007 (0.3916%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(7)	To re-elect Mr. Tse Pak Wing, Peter as Executive Director.	1,201,209,533 (99.5902%)	4,942,911 (0.4098%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(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.	1,216,942,981 (99.9719%)	342,378 (0.0281%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
	(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.	1,216,795,744 (99.9611%)	472,922 (0.0389%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

	RESOLUTIONS	No. of Votes (%)	
		For	Against
(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.	996,816,793 (80.7253%)	238,008,309 (19.2747%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary 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.	1,216,670,361 (98.5099%)	18,403,308 (1.4901%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary 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).	1,174,965,540 (95.2370%)	58,762,100 (4.7630%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

For and on behalf of
CLP Holdings Limited
Peter W. Greenwood
Director & Company Secretary

Hong Kong, 22 April 2004

Please also refer to the published version of this announcement in Asian Wall Street Journal.