



## Annual General Meeting held on 25 April 2006 - Poll Results

At the Annual General Meeting of CLP Holdings Limited (the Company) held at Jockey Club Auditorium, The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong, on 25 April 2006 (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 31 March 2006.

As at the date of the AGM, the issued share capital of the Company 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 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 2005 and the Reports of the Directors and Auditors thereon.*	1,181,906,814 (100%)	300 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(2)	(a) To declare a final dividend of HK\$0.83 per share.*	1,229,493,468 (100%)	300 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(b) To declare a special final dividend of HK\$0.11 per share.*	1,229,493,654 (100%)	300 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(3)	(a) To elect Professor Tsui Lam Sin Lai Judy as Director.	1,227,533,193 (99.9424%)	707,033 (0.0576%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(b) To elect Sir Roderick Ian Eddington as Director.	1,227,583,744 (99.9459%)	664,756 (0.0541%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		

RESOLUTIONS	No. of Votes (%)	
	For	Against
(c) To re-elect Mr. Tan Puay Chiang as Director.	1,217,662,068 (99.2113%)	9,680,290 (0.7887%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(d) To re-elect Mr. Ronald James McAulay as Director.	1,226,403,990 (99.9213%)	966,396 (0.0787%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(e) To re-elect Dr. Fung Kwok Lun William as Director.	1,218,730,119 (99.2314%)	9,440,306 (0.7686%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(f) To re-elect Mr. Ian Duncan Boyce as Director.	1,224,611,395 (99.7758%)	2,752,044 (0.2242%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(g) To re-elect Mr. James Seymour Dickson Leach as Director.	1,224,618,603 (99.7753%)	2,757,436 (0.2247%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
(h) To re-elect Dr. Lee Yui Bor as Director.	1,226,331,558 (99.9183%)	1,002,473 (0.0817%)
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 2006.	1,228,743,718 (99.9613%)	476,176 (0.0387%)
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 AGM.	1,214,923,762 (99.3325%)	8,163,503 (0.6675%)
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 that remuneration be payable to the Chairmen and Members (other than Executive Directors and Management) who serve on the Social, Environmental & Ethics Committee and China Committee of the Company effective from the date of their respective first meeting.	1,226,164,570 (99.8002%)	2,454,967 (0.1998%)
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 give a general mandate to the Directors to issue and dispose of additional shares in the Company; not exceeding five per cent of the issued share capital at the date of this Resolution.	1,021,600,232 (83.2612%)	205,382,641 (16.7388%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(8) 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.	1,229,139,305 (99.9805%)	240,211 (0.0195%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(9) To add the aggregate nominal amount of the shares which are purchased or otherwise acquired under the general mandate in Resolution (8) to the aggregate nominal amount of the shares which may be issued under the general mandate in Resolution (7).	1,174,205,289 (95.5709%)	54,417,520 (4.4291%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

\* Percentages of votes “For” and “Against” are rounded to 100% and 0% respectively.

The poll results were subject to scrutiny by Ernst & Young, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the share registrar of the Company to voting papers collected and provided by the share registrar of the Company to Ernst & Young. The work performed by Ernst & Young in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

For and on behalf of  
**CLP Holdings Limited**  
**April Chan**  
*Company Secretary*

Hong Kong, 25 April 2006

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**CLP Holdings Limited**  
**(incorporated in Hong Kong with limited liability)**  
(Stock Code: 002)

- Non-executive Directors:** The Hon. Sir Michael Kadoorie, Mr. W. E. Mocatta, Mr. J. S. Dickson Leach, Mr. R. J. McAulay (Mr. Jason Whittle as his alternate), Mr. J. A. H. Leigh, Mr. R. Bischof, Mr. I. D. Boyce and Mr. P. C. Tan (Mr. Bradley W. Corson as his alternate)
- Independent Non-executive Directors:** The Hon. Sir S. Y. Chung, Dr. William K. Fung, Mr. V. F. Moore, Mr. Hansen C. H. Loh, Mr. Paul M. L. Kan, Professor Judy Tsui and Sir Rod Eddington
- Executive Directors:** Mr. Andrew Brandler, Mr. Peter P. W. Tse and Dr. Y. B. Lee

Please also refer to the published version of this announcement in South China Morning Post.