

PROXY FORM FOR EXTRAORDINARY 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
Extraordinary General Meeting (the EGM) of the Company to be held at Lower Level I, Kowloon Shangri-La Hong Kong,
64 Mody Road, Kowloon, Hong Kong on 22 January 2014 as my/our proxy to attend and vote for me/us and on my/our behalf
at the aforementioned EGM, and at every adjournment thereof on the undermentioned resolutions as indicated:

Ordinary Resolutions		See Notes 3 and 4	
		For	Against
(1)	To approve, confirm and ratify the CAPCO Acquisition Agreement and the PSDC Acquisition Agreement and the transactions contemplated therein (including, without limitation, the CAPCO Acquisition and the PSDC Acquisition) and to authorise the Directors of the Company on behalf of the Company to do such things or acts as they may consider necessary, desirable or expedient to give effect to such transactions.		
(2)	To elect Mr. Richard Kendall Lancaster as Director.		
(3)	To elect Dr. Rajiv Behari Lall as Director.		

Dated _____ day of _____, _____ Signature(s) _____

Notes:

1. A Shareholder entitled to attend and vote at the EGM 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 EGM in person to represent you.
2. Shareholders who would like to appoint proxies to attend and vote in their stead at the EGM may use this form or download a copy from CLP Group website at www.clpgroup.com.
3. Please insert the number of shares of HK\$5.00 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
4. 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.
5. The full wording of the resolutions to be proposed at the EGM is set out in the Notice of EGM which is available on our website and was sent to all Shareholders on 10 December 2013. Also available on CLP Group website are the Circular to Shareholders dated 10 December 2013 and Explanatory Notes to the Notice of EGM.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer of the corporation duly authorised in that behalf.
7. 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 EGM or any adjournment thereof.
8. Where there are joint registered holders of any Share, any one such person may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM (or any adjournment thereof) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
9. The Chairman will demand a poll on each of the questions submitted for determination at the EGM. 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 EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which will include your name and mailing address.

Your Personal Data provided in this form may be used in connection with processing your appointment of proxy at CLP Holdings Limited's EGM and instructions. Your supply of Personal Data is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with your Personal Data. Your Personal Data will not be transferred to any third party, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency's request.

Your Personal Data collected in this proxy form will be retained for such period as may be necessary for our record, verification and notification purposes, and this proxy form together with the Personal Data contained in this form will be destroyed no later than 1 year after the EGM.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
By e-mail to: hkinfo@computershare.com.hk