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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)

**NOTICE IS HEREBY GIVEN** that a general meeting of the Shareholders of **Cheung Kong (Holdings) Limited 長江實業(集團)有限公司** (the “**Company**”) will be held at the Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong, on Wednesday, 25 February 2015 at 9:30 a.m. (or as soon thereafter as the meeting of holders of ordinary shares in the capital of the Company convened by the direction of the High Court of the Hong Kong Special Administrative Region for the same place and day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution:

**SPECIAL RESOLUTION**

**“THAT:**

- (A) the scheme of arrangement dated 6 February 2015 under Division 2 of Part 13 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Scheme**”) between the Company and holders of Scheme Shares (as defined in the Scheme) in the form of the print contained in the scheme document of the Company dated 6 February 2015 produced to this meeting, which print has for the purpose of identification been signed by the Chairman hereof marked “A”, with any modification of or addition to it, or any condition, as may be approved or imposed by the Court (as defined in the Scheme), be and the same is hereby approved;
- (B) for the purpose of giving effect to the Scheme:
  - (i) the share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
  - (ii) subject to and forthwith upon such reduction of capital taking effect, the share capital of the Company be increased to its former amount by the creation of such number of new shares as is equal to the number of the Scheme Shares (as defined in the Scheme) cancelled and extinguished;
  - (iii) on the Effective Date (as defined in the Scheme), the Company shall apply the entire amount of the credit which shall arise in its books of account as a result of the cancellation of the Scheme Shares in paying up new shares to be created as referred to in (B)(ii) above, which shares shall be allotted and issued, credited as fully paid, to CKH Holdings, a company incorporated in the Cayman Islands; and

- (iv) in consideration for the cancellation of the Scheme Shares, the Company shall transfer its existing one (1) share of HK\$1.00 in the capital of CK Hutchison Holdings Limited (長江和記實業有限公司) (“CKH Holdings”), credited as fully paid, to any holder of Scheme Shares appearing in the register of members of the Company at the Record Time (as defined in the Scheme) as the directors of the Company shall think fit; and
- (C) the directors of the Company be and they are hereby unconditionally authorised to allot and issue the shares referred to in (B)(iii) above, to transfer the share in the capital of CKH Holdings referred to in (B)(iv) above and do such acts and/or sign such documents as they may deem necessary for the implementation of the Scheme.”

By order of the Board  
**Eirene YEUNG**  
*Company Secretary*

Hong Kong, 6 February 2015

*Registered office:*

7th Floor  
Cheung Kong Center  
2 Queen’s Road Central  
Hong Kong

*Notes:*

- a. At the general meeting, the Chairman of the Meeting will put the above resolution to be voted by way of a poll under Article 73 of the articles of association of the Company.
- b. Any member entitled to attend and vote at the general meeting is entitled to appoint more than one proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- c. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company’s registered office at 7th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the general meeting or any adjournment of it (as the case may be).
- d. Completion and return of the form of proxy will not preclude a member from attending and vote at the general meeting or any adjournment of it (as the case may be) should the member so desires.
- e. The register of members of the Company will be closed from Tuesday, 24 February 2015 to Wednesday, 25 February 2015, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the general meeting, all share certificates with completed transfer forms, either overleaf or separate, must be lodged with the Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 23 February 2015.
- f. 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 general meeting, 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.
- g. 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.

- h. Shareholders should make their own decision as to whether they would attend 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.

The Directors (*Note*) of the Company as at the date of this document 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.*