
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CK Hutchison Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



CONNECTED TRANSACTION AND DISCLOSEABLE TRANSACTION DISPOSAL OF UK POWER NETWORKS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser
to the Independent Board Committee and Independent Shareholders



A letter from the Board to the Shareholders is set out on pages 12 to 25 of this circular. A letter from the Independent Board Committee containing its advice and recommendation to the Independent Shareholders in respect of CKI Sub's Disposal is set out on page 26 of this circular. A letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and Independent Shareholders in respect of CKI Sub's Disposal is set out on pages 27 to 47 of this circular.

The EGM will be a hybrid meeting to be held on Monday, 27 April 2026 at 4:15 pm at the Principal Meeting Place (being 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong) with online access through the Online Platform (<https://meetings.lumiconnect.com>). The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. A proxy form for use at the EGM is enclosed with this circular. The proxy form can also be downloaded from the Company website at www.ckh.com.hk and the HKEXnews Website at www.hkexnews.hk. Irrespective of whether the Independent Shareholders will attend the EGM, they are encouraged to exercise their rights to attend and vote at the EGM or to appoint the Chairman of the EGM as their proxy. Independent Shareholders are recommended to complete and sign the proxy form in accordance with the instructions printed thereon and return it (i) by email to EGM2026proxy@ckh.com.hk, or (ii) to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in either case, as soon as possible and in any event no later than 48 hours before the time for holding the EGM or any adjournment or postponement thereof. Independent Shareholders are recommended to return proxy forms by email where possible and, if they elect to return proxy forms by post, ample time should be allowed for postal delivery.

Completion and return of the proxy form will not preclude a Shareholder from attending and voting, physically at the Principal Meeting Place or electronically through the Online Platform, at the EGM or at any adjournment or postponement thereof should the Shareholder subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked. For the EGM convened to be held on Monday, 27 April 2026 at 4:15 pm, the deadline to submit completed proxy forms is Saturday, 25 April 2026 at 4:15 pm.

Capitalised terms used in this cover page have the same meanings as those defined in the section headed "Definitions" in this circular unless the context otherwise requires.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

8 April 2026

CONTENTS

	<i>Page</i>
GUIDANCE FOR THE EXTRAORDINARY GENERAL MEETING	1
DEFINITIONS	4
LETTER FROM THE BOARD	12
LETTER FROM THE INDEPENDENT BOARD COMMITTEE	26
LETTER FROM THE INDEPENDENT FINANCIAL ADVISER	27
APPENDIX – GENERAL INFORMATION	48
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

GUIDANCE FOR THE EXTRAORDINARY GENERAL MEETING

The EGM will be a hybrid meeting. Shareholders have the option of attending, participating and voting at the EGM physically at the Principal Meeting Place (being 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong) or electronically through the Online Platform (<https://meetings.lumiconnect.com>).

ATTENDANCE AT THE EGM

The Company reminds Shareholders that physical attendance at the EGM is not compulsory for the purpose of exercising their voting rights, and encourages Shareholders to vote through the Online Platform or by appointing the Chairman of the EGM as their proxy and submitting their proxy forms as early as possible and in any event no later than 48 hours before the time for holding the EGM or any adjournment or postponement thereof.

An electronic voting system will be used by Shareholders (including their proxies and corporate representatives) who attend physically at the Principal Meeting Place, for enhancing efficiency and transparency in the vote counting process. Shareholders as well as their proxies and corporate representatives are recommended to bring their unique login details (contained in the Shareholder Notification (as defined below) or the relevant email from the Hong Kong Share Registrar) as well as their own electronic device (for example, smart phone or tablet device with internet connection) for access to the electronic voting system.

No refreshments or drinks will be served at the Principal Meeting Place.

ONLINE PLATFORM

In addition to physical attendance at the EGM, Shareholders (including their proxies and corporate representatives) can attend, participate and vote by electronic means at the EGM through the Online Platform at <https://meetings.lumiconnect.com>. Shareholders attending and participating in the EGM using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and raise questions. Votes cast through the Online Platform are irrevocable once the voting session at the EGM ends. Further, once the online voting has closed, the votes which a registered Shareholder has submitted through the Online Platform will supersede any votes which may be cast by his/her proxy (if any) at the EGM (whether by physical or online attendance).

The Online Platform will be open for registered Shareholders and non-registered Shareholders, as well as their proxies and corporate representatives (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the EGM (i.e. from 3:45 pm on Monday, 27 April 2026) and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders as well as their proxies and corporate representatives should allow ample time to check into the Online Platform to complete the related procedures. An Online User Guide for the EGM is available at <https://www.ckh.com.hk/en/ir/2026egm.php> for more information.

Login details for registered Shareholders

Login details to access the Online Platform including the meeting ID, a unique username and a password, for registration and authentication purposes, are included in the notification letter from the Company to registered Shareholders dated 8 April 2026 (the “**Shareholder Notification**”).

GUIDANCE FOR THE EXTRAORDINARY GENERAL MEETING

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the EGM using the Online Platform should:

- (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (together, the “**Intermediaries**”) to appoint themselves as proxies or corporate representatives to attend the EGM; and
- (2) provide their email addresses to their Intermediaries as early as possible and in any event, before the time limit required by the relevant Intermediaries.

Login details to access the Online Platform will be sent by the Hong Kong Share Registrar to the email addresses of the non-registered Shareholders provided by them through the Intermediaries. Any non-registered Shareholder who has provided an email address through the relevant Intermediaries for this purpose but has not received the login details by email by 4:00 pm on Friday, 24 April 2026 should reach out to the Hong Kong Share Registrar for assistance. Without the login details, the non-registered Shareholder will not be able to attend, participate and vote at the EGM through the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediaries in respect of both (1) and (2) above.

Login details for duly appointed proxies or corporate representatives

Login details to access the Online Platform will be sent by the Hong Kong Share Registrar to the email addresses of the proxies provided in the relevant proxy forms.

For corporate Shareholders who wish to appoint corporate representatives to attend, participate and vote at the EGM on their behalf, please call the Hong Kong Share Registrar at +852 2862 8558 for arrangements.

Any proxy or corporate representative who has not received the login details by email by 4:00 pm on Friday, 24 April 2026 should reach out to the Hong Kong Share Registrar for assistance.

General

Registered and non-registered Shareholders (including their proxies and corporate representatives) should note that only one electronic device is allowed for each set of login details. Please keep the login details in safe custody for use at the EGM and do not disclose them to anyone else. Neither the Company nor its officers or agents assume any responsibility or liability whatsoever in connection with the transmission of the login details or any use of the login details for attending, participating or voting at the EGM or otherwise. Shareholders as well as their proxies and corporate representatives should also note that an active and stable internet connection is required in order to allow them to participate, vote and raise questions through the Online Platform. It is the users’ own responsibility to ensure that they have a sufficient and stable internet connection.

QUESTIONS AT AND PRIOR TO THE EGM

Shareholders (including their proxies and corporate representatives) attending the EGM, either physically at the Principal Meeting Place or electronically through the Online Platform, will be able to raise questions (whether in English or Chinese) relevant to the proposed resolution during the EGM.

GUIDANCE FOR THE EXTRAORDINARY GENERAL MEETING

If any Shareholder wishes to send questions prior to the EGM, please do so by email from Friday, 17 April 2026 (9:00 am) to Thursday, 23 April 2026 (5:00 pm) to EGM2026@ckh.com.hk (for registered Shareholders, specifying the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Shareholder Notification).

Whilst the Company will endeavour to respond to as many questions as possible at the EGM, due to time constraints, it is possible that not all questions could be dealt with at the EGM. Unanswered questions may be responded to after the EGM as appropriate.

PROXY APPOINTMENT IN ADVANCE OF THE EGM

Shareholders are encouraged to submit their completed proxy forms well in advance of the EGM and in any event no later than 48 hours before the time for holding the EGM or any adjournment or postponement thereof. Return of a completed proxy form will not preclude a Shareholder from attending and voting, physically at the Principal Meeting Place or electronically through the Online Platform, at the EGM or at any adjournment or postponement thereof should the Shareholder subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked.

Submission of proxy forms for registered Shareholders

A proxy form for use at the EGM is enclosed with this circular. The proxy form can also be downloaded from the Company website at www.ckh.com.hk and the HKEXnews Website at www.hkexnews.hk.

For the EGM convened to be held on Monday, 27 April 2026 at 4:15 pm, the deadline to submit completed proxy forms is Saturday, 25 April 2026 at 4:15 pm. Completed proxy forms must be returned before the deadline (i) by email to EGM2026proxy@ckh.com.hk, or (ii) to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Appointment of proxy for non-registered Shareholders

Non-registered Shareholders should contact their Intermediaries as soon as possible for assistance regarding the appointment of proxy.

LATEST INFORMATION OF THE EGM

A dedicated area of the Company website (<https://www.ckh.com.hk/en/ir/2026egm.php>) is assigned to provide timely updates and useful information on the EGM arrangements. Alongside the usual investor relations section on the Company website and the HKEXnews Website, Shareholders can access the latest information of the EGM. Shareholders should check the Company website for future announcements and updates on the EGM arrangements.

If Shareholders have any questions relating to the EGM, please contact the Hong Kong Share Registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Telephone: +852 2862 8558
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

DEFINITIONS

In this circular, the following expressions have the following meanings unless otherwise defined or the context otherwise requires:

“2025 Results Announcement”	the announcement of the Company dated 19 March 2026 in relation to the audited consolidated financial statements of the Group for the year ended 31 December 2025
“Announcement”	the joint announcement of the Company and CKI dated 26 February 2026 in relation to, among other things, CKI Sub’s Disposal
“Apex Harmony”	Apex Harmony Group Limited, an indirect wholly-owned subsidiary of CKA which is incorporated under the laws of the British Virgin Islands, being CKA Sub’s relevant Shareholder Debt Instrument Holder
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate”	has the meaning ascribed to such term in the Listing Rules
“Bad Weather Signal”	a tropical cyclone warning signal no. 8 or above, a black rainstorm warning signal and/or “extreme conditions” as announced by the Hong Kong Government. The Hong Kong Government may issue an announcement on “extreme conditions” in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period
“Base CKI Consideration”	GBP4,219,200,000 (equivalent to approximately HK\$44,301,600,000), being the base consideration of the sale and purchase of CKI Sub’s Sale Shares and CKI Sub’s Shareholder Debt Instruments
“Board”	the board of Directors
“CKA”	CK Asset Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1113)
“CKA Group”	CKA and its subsidiaries
“CKA Sub”	Eagle Insight International Limited, an indirect wholly-owned subsidiary of CKA which is incorporated under the laws of the British Virgin Islands

DEFINITIONS

“CKI”	CK Infrastructure Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1038, legal entity identifier: 5299005U11RQ1C27MR12) and on the Main Market of the London Stock Exchange
“CKI Consideration”	the total consideration for the sale and purchase of CKI Sub’s Sale Shares and CKI Sub’s Shareholder Debt Instruments pursuant to the Share Purchase Agreement
“CKI Director(s)”	the director(s) of CKI
“CKI Dividend Amount”	any dividend or distribution (whether in cash or in specie), declared, paid or made by any member of the Target Group to CKI Sub or any affiliate of CKI Sub (other than any member of the Target Group) from (and excluding) 31 March 2025 to (and including) 30 June 2026
“CKI Group”	CKI and its subsidiaries
“CKI Permitted Leakage Reimbursement Amount”	an amount equal to the sum of: (i) an amount equal to the interest that would have accrued if it had been charged at a rate of 4% per annum on the Known CKI Permitted Leakage Amount from (and excluding) 31 March 2025 up to (and including) the Closing Date, if such interest had accrued daily; minus (ii) an amount equal to the interest that would have accrued if it had been charged at a rate of 4% per annum on the Known CKI Permitted Leakage Amount from (and excluding) 31 March 2025 up to (and including) 30 June 2026, if such interest had accrued daily
“CKI Shareholder Debt Interest Payment Amount”	the interest, fees and any other amounts paid pursuant to, and in accordance with, the terms of any Shareholder Debt Instrument (including any additional amounts that are required to be paid on account of the imposition of any withholding tax with respect to the payment of any such amounts) by or on behalf of any member of the Target Group to CKI Sub or any affiliate of CKI Sub (other than any member of the Target Group) from (and excluding) 31 March 2025 to (and including) 30 June 2026
“CKI Sub”	CKI Number 1 Limited, an indirect wholly-owned subsidiary of CKI which is incorporated under the laws of England and Wales
“CKI Sub’s Sale Shares”	the 244,000,000 Sale Shares owned by CKI Sub as at the date of the Share Purchase Agreement
“Closing”	the completion of the sale of the Sale Shares and the Shareholder Debt Instruments
“Closing Date”	the date on which Closing takes place

DEFINITIONS

“Company”	CK Hutchison Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1)
“Condition(s)”	the condition(s) to which Closing is subject
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares and Shareholder Debt Instruments by and to be procured by the Sellers pursuant to the terms and subject to the conditions under the Share Purchase Agreement, and references to each Seller’s Disposal shall be construed as referring to its disposal of its Sale Shares and its (or, as the case may be, its relevant Shareholder Debt Instrument Holder’s disposal of its) Shareholder Debt Instruments accordingly
“DT1”	The Li Ka-Shing Unity Discretionary Trust, of which Mr. Li Ka-shing is the settlor and, among others, Mr. Li Tzar Kuoi, Victor is a discretionary beneficiary, and the trustee of which is TDT1
“DT2”	a discretionary trust of which Mr. Li Ka-shing is the settlor and, among others, Mr. Li Tzar Kuoi, Victor is a discretionary beneficiary, and the trustee of which is TDT2
“DT3”	a discretionary trust of which Mr. Li Ka-shing is the settlor and, among others, Mr. Li Tzar Kuoi, Victor is a discretionary beneficiary, and the trustee of which is TDT3
“DT4”	a discretionary trust of which Mr. Li Ka-shing is the settlor and, among others, Mr. Li Tzar Kuoi, Victor is a discretionary beneficiary, and the trustee of which is TDT4
“EGM”	the extraordinary general meeting of the Company convened as a hybrid meeting to be held on Monday, 27 April 2026 at 4:15 pm at the Principal Meeting Place with online access through the Online Platform (or, in the event that a Bad Weather Signal is in force in Hong Kong at 9:00 am on that day, at the same time and place and through the same Online Platform on Tuesday, 28 April 2026), notice of which is set out on pages EGM-1 to EGM-3 of this circular, and any adjournment or postponement thereof
“Engie”	ENGIE S.A., a <i>société anonyme</i> organised under the laws of France and listed on the Euronext with stock code: ENGI
“Express Train”	Express Train Limited, an indirect wholly-owned subsidiary of CKI which is incorporated under the laws of the British Virgin Islands, being CKI Sub’s relevant Shareholder Debt Instrument Holder

DEFINITIONS

“GBP”	British pounds, the lawful currency of the United Kingdom
“GFSC”	Guernsey Financial Services Commission
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEXnews Website”	https://www.hkexnews.hk , a dedicated website for the dissemination of information, including issuer information, established by Hong Kong Exchanges and Clearing Limited (or any other website maintained and announced by Hong Kong Exchanges and Clearing Limited at the relevant time for a similar purpose)
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company
“Independent Board Committee”	the independent board committee of the Company, comprising Ms Chow Ching Yee, Cynthia, Mr Graeme Allan Jack, Mr Philip Lawrence Kadoorie, Mrs Leung Lau Yau Fun, Sophie, Mr Paul Joseph Tighe, Ms Tsim Sin Ling, Ruth and Mr Wong Kwai Lam, being independent non-executive directors of the Company, established to advise the Independent Shareholders on CKI Sub’s Disposal
“Independent Financial Adviser”	Somerley Capital Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, which has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to CKI Sub’s Disposal
“Independent Shareholders”	Shareholders other than those who have a material interest (which is different from that of the other Shareholders) in CKI Sub’s Disposal
“Known CKI Leakage Amount”	the aggregate amount of all such leakage to CKI Sub or any affiliate of CKI Sub (other than any member of the Target Group): (i) occurring from (and excluding) 31 March 2025 up to (and including) Closing to the extent known to the Sellers; and (ii) that comes to the attention of the Purchaser and is notified by the Purchaser to the Sellers’ representative (if any), subject to the agreement of the Sellers’ representative and the Purchaser pursuant to the terms of the Share Purchase Agreement

DEFINITIONS

“Known CKI Permitted Leakage Amount”	an amount equal to the aggregate of the CKI Dividend Amount and the CKI Shareholder Debt Interest Payment Amount paid, made or declared (as applicable) to CKI Sub or any affiliate of CKI Sub (other than any member of the Target Group) from (and excluding) 31 March 2025 to (and including) 30 June 2026
“Latest Practicable Date”	27 March 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Letter from the Board”	the letter from the Board contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Longstop Date”	30 June 2026 or such other date as the Sellers and the Purchaser may agree in writing
“Online Platform”	the internet based platform (https://meetings.lumiconnect.com) through which Shareholders as well as their proxies and corporate representatives can attend, participate and vote by electronic means at the EGM
“PAH”	Power Assets Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6)
“PAH Group”	PAH and its subsidiaries
“PAH Sub”	Devin International Limited, an indirect wholly-owned subsidiary of PAH which is incorporated under the laws of the British Virgin Islands
“percentage ratios”	have the meanings ascribed to such term in Chapter 14 of the Listing Rules
“Principal Meeting Place”	1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong
“Purchaser”	Engie UK 2026 Limited, a company incorporated under the laws of England and Wales
“Purchaser’s Guarantor”	Engie Group Participations SA, a <i>société anonyme</i> organised under the laws of France
“Purchaser Parent Guarantee”	the guarantee agreement dated 25 February 2026 entered into by Engie and the Sellers in relation to the guarantee by Engie of the payment of the purchase price by the Purchaser under the Share Purchase Agreement

DEFINITIONS

“Reimbursement Amount”	an amount equal to the interest that would have accrued if it had been charged at a rate of 4% per annum on any relevant leakage from (and excluding) the date on which the leakage occurred up to (and including) the Closing Date, if such interest had accrued daily
“Sale Shares”	the total of 610,000,000 ordinary shares of GBP1 nominal value each in the Target, being 100% of the issued ordinary share capital of the Target, which are owned by CKI Sub as to 40%, PAH Sub as to 40% and CKA Sub as to 20% as at the date of the Share Purchase Agreement, and references to each Seller’s Sale Shares shall be construed accordingly
“Secretary of State”	the Secretary of State for Business, Energy and Industrial Strategy or Digital, Culture, Media & Sport under section 42(2) of the Enterprise Act 2002 of the United Kingdom
“Sellers”	CKI Sub, PAH Sub and CKA Sub
“Sellers’ Shareholder Conditions”	the Conditions set out under paragraphs (i) to (iv) under the section headed “2 <i>Share Purchase Agreement – Conditions</i> ” in the Letter from the Board
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value HK\$1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Purchase Agreement”	the share purchase agreement dated 25 February 2026 entered into among the Sellers, the Purchaser and the Purchaser’s Guarantor in relation to the sale and purchase of the Sale Shares and the Shareholder Debt Instruments
“Shareholder Debt Instruments”	(i) the GBP689,180,000 8.125% loan notes due on 30 June 2051 issued by the Target under the respective UKPN Note Purchase Agreement and registered to each of: (a) Express Train, in the amount of GBP275,672,000, the sale of which shall be procured by CKI Sub; (b) PAH Sub, in the amount of GBP275,672,000; and (c) Apex Harmony, in the amount of GBP137,836,000, the sale of which shall be procured by CKA Sub, as at the date of the Share Purchase Agreement; and

DEFINITIONS

- (ii) the GBP85,000,000 8.125% loan notes due on 30 June 2051 issued by UKPN Services under the respective UKPN Services Note Purchase Agreement and registered to each of: (a) Express Train, in the amount of GBP34,000,000, the sale of which shall be procured by CKI Sub; (b) PAH Sub, in the amount of GBP34,000,000; and (c) Apex Harmony, in the amount of GBP17,000,000, the sale of which shall be procured by CKA Sub, as at the date of the Share Purchase Agreement,

in each case, along with the related UKPN Note Purchase Agreements and the related UKPN Services Note Purchase Agreements, the UKPN Facility Agreements, and the UKPN Services Facility Agreements, and references to each Seller's Shareholder Debt Instruments shall be construed accordingly

"Shareholder Debt Instrument Holder(s)"	Express Train, PAH Sub and Apex Harmony
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to such term in the Listing Rules
"Target"	UK Power Networks Holdings Limited, a company incorporated under the laws of England and Wales
"Target Group"	the Target and its subsidiaries
"TDT1"	Li Ka-Shing Unity Trustee Corporation Limited, a company incorporated in the Cayman Islands, which is the trustee of DT1
"TDT2"	Li Ka-Shing Unity Trustcorp Limited, a company incorporated in the Cayman Islands, which is the trustee of DT2
"TDT3"	Li Ka-Shing Castle Trustee Corporation Limited, a company incorporated in the Cayman Islands, which is the trustee of DT3
"TDT4"	Li Ka-Shing Castle Trustcorp Limited, a company incorporated in the Cayman Islands, which is the trustee of DT4
"Trust"	DT1, DT2, DT3, DT4, UT1 and UT3, and where the context requires, any of them
"UKPN Facility Agreements"	the GBP500,000,000 facility agreements dated 29 October 2024 between the Target and each of Express Train, PAH Sub and Apex Harmony

DEFINITIONS

“UKPN Insurance”	UK Power Networks Insurance Limited, a wholly-owned subsidiary of the Target which is incorporated under the laws of the Island of Guernsey
“UKPN Note Purchase Agreements”	the note purchase agreements dated 29 October 2024 in relation to the issuance of GBP689,180,000 8.125% loan notes between the Target and each of Express Train, PAH Sub and Apex Harmony (as amended and/or restated from time to time)
“UKPN Services”	UK Power Networks Services Holdings Limited, a wholly-owned subsidiary of the Target which is incorporated under the laws of England and Wales
“UKPN Services Facility Agreements”	the GBP500,000,000 facility agreements dated 29 October 2024 between UKPN Services and each of Express Train, PAH Sub and Apex Harmony
“UKPN Services Note Purchase Agreements”	the note purchase agreements dated 29 October 2024 in relation to the issuance of GBP85,000,000 8.125% loan notes between UKPN Services and each of Express Train, PAH Sub and Apex Harmony (as amended and/or restated from time to time)
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UT1”	The Li Ka-Shing Unity Trust
“UT3”	The Li Ka-Shing Castle Trust
“%”	per cent

Notes: The figures in GBP are converted into HK\$ at the rate of GBP1.00: HK\$10.50 (being the exchange rate used in the Announcement) throughout this circular for indicative purposes only, and should not be construed as a representation that any amount has been, could have been or may be, exchanged at this or any other rate.

Certain amounts and percentage figures in this circular have been subject to rounding adjustments.

All references to time and date in this circular are to Hong Kong time and date (unless otherwise stated).

LETTER FROM THE BOARD



長江和記實業有限公司
CK HUTCHISON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1)

Board of Directors

Executive Directors

LI Tzar Kuoi, Victor *Chairman*
FOK Kin Ning, Canning *Deputy Chairman*
Frank John SIXT *Group Co-Managing Director and Group Finance Director*
LAI Kai Ming, Dominic *Group Co-Managing Director*
IP Tak Chuen, Edmond *Deputy Managing Director*
KAM Hing Lam *Deputy Managing Director*
Edith SHIH
Andrew John HUNTER

Non-executive Directors

CHOW Kun Chee, Roland
CHOW WOO Mo Fong, Susan
LEE Yeh Kwong, Charles

Independent Non-executive Directors

CHOW Ching Yee, Cynthia
Graeme Allan JACK
Philip Lawrence KADOORIE
LEUNG LAU Yau Fun, Sophie
Paul Joseph TIGHE
TSIM Sin Ling, Ruth
WONG Kwai Lam

Company Secretary

Edith SHIH

Registered Office

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business

48th Floor
Cheung Kong Center
2 Queen's Road Central
Hong Kong

8 April 2026

Dear Shareholder(s),

CONNECTED TRANSACTION AND DISCLOSEABLE TRANSACTION DISPOSAL OF UK POWER NETWORKS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1 INTRODUCTION

Reference is made to the Announcement of the Company and CKI on 26 February 2026 in relation to, among other things, the Disposal by CKI Sub (an indirect non-wholly owned subsidiary of the Company). As disclosed in the Announcement, after trading hours on 25 February 2026 and before trading hours on 26 February 2026 in Hong Kong, London and Paris, CKI Sub, PAH Sub (an indirect wholly-owned subsidiary of PAH), CKA Sub (an indirect wholly-owned subsidiary of CKA), the Purchaser and the Purchaser's Guarantor entered into the Share Purchase Agreement in relation to the Disposal.

LETTER FROM THE BOARD

The purpose of this circular is to provide Shareholders with, among other things, (i) further details of CKI Sub's Disposal; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to CKI Sub's Disposal; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to CKI Sub's Disposal; (iv) a notice of the EGM; and (v) such information as required under the Listing Rules.

2 SHARE PURCHASE AGREEMENT

The principal terms of the Share Purchase Agreement are set out below:

Date

25 February 2026

Parties

- (i) CKI Sub as a seller;
- (ii) PAH Sub as a seller;
- (iii) CKA Sub as a seller;
- (iv) the Purchaser as the purchaser; and
- (v) the Purchaser's Guarantor as the Purchaser's guarantor.

CKI Sub is an indirect non-wholly owned subsidiary of the Company. PAH Sub is an indirect wholly-owned subsidiary of PAH. CKA Sub is an indirect wholly-owned subsidiary of CKA. The rights and obligations of each of CKI Sub, PAH Sub and CKA Sub under the Share Purchase Agreement are on a several basis, and each of CKI Sub, PAH Sub and CKA Sub will only have rights and obligations to the extent they relate to the Sale Shares or the Shareholder Debt Instruments it agrees to sell, or procure to sell, under the Share Purchase Agreement.

The Disposal

As at the Latest Practicable Date, the issued share capital of the Target is owned as to 40%, 40% and 20% by CKI Sub, PAH Sub and CKA Sub, respectively.

Each Seller has agreed to severally sell its respective Sale Shares, and the Purchaser has agreed to purchase such Sale Shares from that Seller. The Sale Shares together represent 100% of the issued share capital of the Target.

Each Seller has also agreed to sell, or procure the sale of, each Shareholder Debt Instrument registered in the name of the relevant Shareholder Debt Instrument Holder, and the Purchaser has agreed to purchase each such Shareholder Debt Instrument from that relevant Shareholder Debt Instrument Holder.

LETTER FROM THE BOARD

Guarantees

The Purchaser's Guarantor has agreed to guarantee the performance and observance of the obligations of the Purchaser under the Share Purchase Agreement. Engie has entered into the Purchaser Parent Guarantee, under which Engie will guarantee the payment of the purchase price by the Purchaser under the Share Purchase Agreement.

Each of CKI, PAH and CKA has entered into separate guarantee letters on 25 February 2026 (London time) addressed to the Purchaser, under which CKI, PAH and CKA guarantee the performance and observance of the obligations of CKI Sub, PAH Sub and CKA Sub under the Share Purchase Agreement, respectively.

CKI Consideration

The CKI Consideration for CKI Sub's Sale Shares and CKI Sub's Shareholder Debt Instruments shall be an amount in cash equal to the sum of:

- (i) the Base CKI Consideration, being GBP4,219,200,000 (equivalent to approximately HK\$44,301,600,000); *plus*
- (ii) an amount equal to the interest that would have accrued if interest had been charged at a rate of 4% per annum on the Base CKI Consideration from (and excluding) 31 March 2025 up to (and including) the Closing Date, accruing daily; *less*
- (iii) the Known CKI Permitted Leakage Amount; *less*
- (iv) to the extent not deducted from the Base CKI Consideration under paragraph (iii) above, an amount equal to: (a) the Known CKI Leakage Amount (if any); *plus* (b) the Reimbursement Amount in respect of such Known CKI Leakage Amount; *less*
- (v) where Closing occurs on or after 1 July 2026 solely due to one (or more) of the Sellers failing to convene the relevant extraordinary or special general meetings of the Company, CKI, PAH and CKA to approve the relevant resolution(s) in connection with the Disposal on or before 30 June 2026 (other than where the failure to do so was a direct result of a breach by the Purchaser of its obligations to provide information, documentation and other assistance in accordance with the Share Purchase Agreement), an amount equal to the CKI Permitted Leakage Reimbursement Amount.

Please note that, if Closing occurs on or before 30 June 2026, the Known CKI Permitted Leakage Amount (which consists of distributions made by the Target Group to the CKI Group in 2025, and to be made by the Target Group to the CKI Group before 30 June 2026, if any) will be deducted from the Base CKI Consideration, and no interest will be charged on that amount and deducted from the Base CKI Consideration. However, if Closing takes place on or after 1 July 2026 for any of the reasons described in adjustment item (v) above, then a 4% per annum interest will be charged on the Known CKI Permitted Leakage Amount from 1 July 2026 up to (and including) the Closing Date and deducted from the Base CKI Consideration. In addition, any Known CKI Leakage Amount in excess of the Known CKI Permitted Leakage Amount will also be charged with a 4% per annum interest from the date on which the leakage occurred up to the Closing Date and deducted from the Base CKI Consideration.

The amount of the CKI Consideration allocated to each CKI Sub's Shareholder Debt Instrument shall be an amount equal to the aggregate of all principal, interest, fees and other amounts outstanding in relation to that Shareholder Debt Instrument as at Closing.

LETTER FROM THE BOARD

The amount of the CKI Consideration allocated to CKI Sub's Sale Shares shall be an amount equal to the CKI Consideration less the amount of the CKI Consideration allocated to all of CKI Sub's Shareholder Debt Instruments. The CKI Consideration is payable by the Purchaser to CKI Sub in full in cash at Closing pursuant to the Share Purchase Agreement.

The CKI Consideration for CKI Sub's Disposal was determined based on arm's length negotiations between CKI Sub and the Purchaser and after taking into account factors including: (i) the prevailing market prices of similar assets; (ii) the performance of the business conducted by the Target Group, including the information set out under the section headed "*3 Information on the Target Group*" below; and (iii) the information set out under the section headed "*5 Reasons for and benefits of CKI Sub's Disposal*" below.

In determining the CKI Consideration, consideration was given to the valuation levels of precedent transactions in the electricity distribution sector in the United Kingdom over the past five years, as well as the trading levels of publicly listed comparable companies in the United Kingdom.

Iberdrola, S.A.'s acquisition of Electricity North West ("**ENW**") in August 2024 and National Grid plc's ("**National Grid**") acquisition of Western Power Distribution ("**WPD**") in March 2021 were considered to be the most relevant transactions for comparison purposes. Based on public information, ENW was transacted at an Enterprise Value ("**EV**")/*Regulated Asset Value* ("**RAV**") multiple of approximately 1.56x, while WPD was transacted at an EV/*RAV* multiple of approximately 1.67x. The implied EV/*RAV* multiple for the Target Group is approximately 1.73x, which is on the high end of the range of the identified transactions.

In relation to publicly listed comparable companies, two companies that shared certain similarities with the Target Group were identified, namely National Grid and SSE plc ("**SSE**"). Both National Grid and SSE are owners of electricity distribution networks in the United Kingdom. However, they also own significant businesses outside of the electricity distribution sector in the United Kingdom. Accordingly, the trading multiples for both National Grid and SSE are considered to be of limited relevance to the valuation of the Target Group, given that they are diversified utilities with interests in other businesses and/or geographies.

Additionally, the implied cash yield of the Target Group at the proposed valuation was benchmarked against the current yields of risk-free benchmarks, including long-term United Kingdom government bonds. The valuation of the Target Group is favourable in comparison on this metric, as recent shareholder distributions of the Target Group suggest an implied cash yield of the Target Group at approximately 3%, which is lower than the prevailing yield on the 20-year United Kingdom government gilts of approximately 5.2% on or around the Latest Practicable Date, suggesting that the ongoing cash yield from CKI's investment in the Target Group is modest relative to the prevailing risk-free rates of return.

Conditions

The sale and purchase of the Sale Shares and the Shareholder Debt Instruments is conditional upon satisfaction of the following Conditions, or their satisfaction subject only to Closing:

- (i) approval by the Shareholders of all resolution(s) relating to the transactions to be performed by CKI Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;

LETTER FROM THE BOARD

- (ii) approval by the shareholders of CKI of all resolution(s) relating to the transactions to be performed by CKI Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;
- (iii) approval by the shareholders of PAH of all resolution(s) relating to the transactions to be performed by PAH Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;
- (iv) approval by the shareholders of CKA of all resolution(s) relating to the transactions to be performed by CKA Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;
- (v) a notification under the National Security and Investment Act 2021 of the United Kingdom having been accepted and (a) the Secretary of State confirming before the end of the review period that no further action will be taken in relation to the Disposal; or (b) if the Secretary of State issues a call-in notice in relation to the Disposal, the relevant parties (or any party) to the Share Purchase Agreement receiving confirmation that the Secretary of State will take no further action in relation to the call-in notice and the Disposal under the National Security and Investment Act 2021; or (c) the Secretary of State making a final order in relation to the Disposal (and, to the extent relevant, all conditions or obligations contained in such an order necessary for Closing having been satisfied or complied with or any restriction preventing Closing having been lifted or released); and
- (vi) (a) the GFSC giving notice in writing that it approves or has no objection to the acquisition of UKPN Insurance by the Purchaser and all other persons who would at Closing become a shareholder controller of UKPN Insurance; or (b) (1) the surrendering of the authorisation or licence of UKPN Insurance to carry on insurance business under the relevant laws in the Island of Guernsey; and (2) the discontinuance and winding-up of the insurance business of UKPN Insurance, such that the no objection of the GFSC is not required in connection with the Disposal.

None of the Conditions may be waived by any party to the Share Purchase Agreement.

As at the Latest Practicable Date, save for the Condition set out under paragraph (vi) above which had been satisfied, none of the Conditions had been satisfied.

LETTER FROM THE BOARD

If (a) the GFSC objects in writing to any person becoming a shareholder controller of UKPN Insurance following the Disposal within 90 days of the date of the Share Purchase Agreement; or (b) the GFSC does not provide written confirmation of no objection to satisfy the Condition set out under paragraph (vi) above within 90 days of the date of the Share Purchase Agreement (or such other date as may be agreed in writing between the parties to the Share Purchase Agreement), then the parties agree that the Longstop Date shall be automatically extended by a period of three months in accordance with the following paragraph.

Subject to the preceding paragraph, if any of the Conditions is not satisfied on or before 5:00 p.m. (London time) on the Longstop Date, either the Sellers (acting jointly) (by notice to the Purchaser) or the Purchaser (by notice to the Sellers' representative) may extend the Longstop Date by a period of three months.

If (i) the Purchaser or the Sellers have not extended the Longstop Date pursuant to the preceding paragraph and any Condition is not satisfied on or before 5:00 p.m. (London time) on the Longstop Date; or (ii) the Purchaser or the Sellers have extended the Longstop Date pursuant to the preceding paragraph or the Longstop Date has been automatically extended as set out above and any Condition is not satisfied on or before 5:00 p.m. (London time) on the extended Longstop Date, the Purchaser or the Sellers (acting jointly) may in their sole discretion terminate the Share Purchase Agreement in accordance with its terms.

Closing

Closing shall take place on the tenth business day following (but excluding) the date on which the fulfilment of the last Condition is notified by the relevant party to the other parties to the Share Purchase Agreement, or at such other time or date as may be agreed between the Purchaser and the Sellers' representative in writing.

At Closing, each of the Sellers and the Purchaser shall comply with their respective closing obligations under the Share Purchase Agreement, including the delivery by each of the Sellers and the Purchaser to each other of various closing deliverables, and the payment of the total consideration (including the CKI Consideration) for the relevant Disposal by the Purchaser to the respective Sellers.

Upon Closing, the Company will no longer hold any equity interests in the Target.

Exclusivity

During the Exclusivity Period, each Seller undertakes that it shall not, and shall procure that its respective affiliates shall not, discuss, negotiate or solicit or accept any offer from any other third party for an acquisition (whether direct or indirect) of any of the issued share capital of the Target or any other material member of the Target Group, or of any assets, business or undertakings which are material in the context of the business of the Target Group taken as a whole.

LETTER FROM THE BOARD

“**Exclusivity Period**” means: (i) if Closing occurs under the Share Purchase Agreement, the period from the date of the Share Purchase Agreement until Closing; (ii) if Closing does not occur under the Share Purchase Agreement solely due to one (or more) of the Sellers’ Shareholder Conditions not being satisfied (other than where the failure to do so was a direct result of a breach by the Purchaser of its obligations to provide information, documentation and other assistance in accordance with the Share Purchase Agreement), the period of 18 months from the date of the Share Purchase Agreement; and (iii) if Closing does not occur under the Share Purchase Agreement for any other reason, the period from the date of the Share Purchase Agreement until termination of the Share Purchase Agreement.

3 INFORMATION ON THE TARGET GROUP

The principal business of the Target Group is the distribution of electricity across London, the South East and the East of England. The Target Group owns and maintains electricity networks across London, the South East and the East of England. The Target Group’s network is approximately 192,000 kilometres in length and covers an area of over 29,000 square kilometres, serving 8.5 million homes and businesses. The Target Group also has a non-regulated business – UK Power Networks Services – which designs, builds, owns and operates private networks for both public and private sector clients.

According to the audited consolidated financial statements of the Target Group for the financial years ended 31 March 2024 and 31 March 2025 prepared in accordance with the United Kingdom Generally Accepted Accounting Practice, the audited consolidated profits before and after taxation of the Target Group were, respectively, approximately GBP466.9 million (equivalent to approximately HK\$4,902.5 million) and GBP312.4 million (equivalent to approximately HK\$3,280.2 million) for the financial year ended 31 March 2024, and approximately GBP1,149.3 million (equivalent to approximately HK\$12,067.7 million) and GBP852.9 million (equivalent to approximately HK\$8,955.5 million) for the financial year ended 31 March 2025. The audited consolidated net asset value of the Target Group as at 31 March 2025 was approximately GBP5,583.5 million (equivalent to approximately HK\$58,626.8 million).

The significant increase in financial performance in the financial year ended 31 March 2025 was due to an increase in revenues collected in the period. This was mainly attributable to the recovery of additional amounts relating to higher inflation, which was under-recovered in previous financial periods owing to actual rates of inflation being much higher than those assumed when revenue tariffs were set. Under the regulatory framework of the RIIO-ED1 and RIIO-ED2 price controls, there is an inflation adjustment which has a significant lag owing to the need to set tariffs between 15 and 27 months in advance of their implementation date in accordance with the regulatory parameters.¹ The exceptionally high inflation that occurred in the United Kingdom over the period of March 2022 to September 2023 was only reflected in the Target Group’s revenues in the financial year ended 31 March 2025, resulting in an increase in revenues of the Target Group compared to the preceding financial year. In addition, the revenues of the Target Group in the financial year ended 31 March 2025 include higher incentives relating to the RIIO-ED1 price control, which are collected on a two-year lag. Under the RIIO-ED1 price control, electricity distribution network operators such as the Target Group were eligible to earn financial

¹ RIIO-ED1 refers to the first RIIO price control period for electricity distribution networks in Great Britain, introduced by Ofgem commencing from 1 April 2015 and ending on 31 March 2023. RIIO-ED2 refers to the second RIIO price control period for electricity distribution networks in Great Britain, introduced by Ofgem commencing from 1 April 2023 and ending on 31 March 2028. RIIO is an acronym for “Revenue = Incentives, Innovation and Outputs”. ED1 means Electricity Distribution period 1. ED2 means Electricity Distribution period 2.

LETTER FROM THE BOARD

incentives linked to operational performance, including reliability, customer service, connections performance and stakeholder engagement. These incentives were calculated by the Office of Gas and Electricity Markets of the United Kingdom (“Ofgem”) based on actual performance in a given regulatory year, but were not recovered through customer tariffs immediately. The incentive income was incorporated into allowed revenues approximately two years later.

Under the regulatory framework of UK electricity distribution networks, a revenue true-up mechanism applies whereby tariffs are adjusted for actual inflation on a delayed basis.

Based on the unaudited financial information provided by the Target Group, the non-IFRS financial measures of the Target Group are as follows: (a) the EBITDA of the Target Group, which is defined as the profit before net interest, taxation, depreciation and amortisation, for the year ended 31 December 2025 was approximately GBP1.3 billion (equivalent to approximately HK\$13,650 million); (b) the net debt of the Target Group, which represents the total external borrowings net of cash and cash equivalent, as at 31 December 2025 was approximately GBP5.9 billion (equivalent to approximately HK\$61,950 million); and (c) the total amount of distributions, which represents the dividends received and interests received under the Shareholder Debt Instruments, from the Target Group to the Sellers and/or the Shareholder Debt Instrument Holders for the year ended 31 December 2025 was approximately GBP340 million (equivalent to approximately HK\$3,570 million).

4 FINANCIAL EFFECTS OF THE DISPOSAL AND USE OF PROCEEDS

Prior to the Disposal, the Group’s interest in the Target Group is accounted for using the equity method and, together with the related Shareholder Debt Instruments (which are carried at cost), was presented under “interests in joint ventures” in the consolidated statement of financial position. Upon Closing, the Group will derecognise its interest in the Target Group and the related Shareholder Debt Instruments from its consolidated financial statements.

At Closing, CKI Sub will receive the proceeds from the Disposal in cash. The Company itself will not directly receive any net proceeds from the Disposal. The net proceeds received by the CKI Group are intended to be used for pursuing new investment or acquisition opportunities and for general working capital purposes. The CKI Group will continue to identify and pursue investment opportunities whether in regulated industries or businesses with long term secure contracts, or other businesses which offer great potential, in existing and new markets, including the United Kingdom and beyond.

Subject to Closing and based on currently available information, the Group expects to recognise a gain of approximately HK\$14.5 billion attributable to its ordinary shareholders from the Disposal. This amount represents the Group’s approximate 75.67% share of an effective gain expected to be reported by the CKI Group arising from the Disposal, after taking into account relevant reclassification and consolidation adjustments. The gain is stated after reflecting the 24.33% share attributable to non-controlling interests in CKI. Before accounting for such non-controlling interests, the gain would amount to approximately HK\$19.3 billion.

The estimated gain is based on information currently available, including estimates and assumptions regarding: (i) the value of the consideration as determined by the terms of the Disposal; (ii) the carrying amount of the Group’s interests in the Target Group and the related Shareholder Debt Instruments to be derecognised; (iii) the amount of reclassification

LETTER FROM THE BOARD

adjustments (as described below) to be reclassified from reserves to profit or loss; (iv) transaction expenses; and (v) the exchange rate as set out in the section headed “Definitions” in this circular.

In connection with the reclassification adjustments noted above, the Group is required under applicable accounting standards to reclassify from reserves to profit or loss, as an accounting adjustment, an amount comprising primarily foreign exchange gains and losses previously recognised in other comprehensive income and accumulated in reserves. This amount will be recognised in profit or loss upon Closing. For illustrative purposes, based on a balance of approximately HK\$2.1 billion (comprising mainly the accumulated net foreign exchange gain as at 31 December 2025), the Group would be required to recognise a gain of the same amount in the consolidated income statement at Closing. It should be noted that the aforementioned reclassification adjustment gain of approximately HK\$2.1 billion is already included as part of the estimated gain of approximately HK\$19.3 billion referred to above.

As the actual amounts of the items described above may differ from those used in the current calculation at the time of Closing, the final gain recognised may vary from the amount presented herein.

5 REASONS FOR AND BENEFITS OF CKI SUB’S DISPOSAL

Since the CKI Group’s acquisition of its interest in the Target Group in 2010, the Target Group has gone through a steady transformation and is now a leading electricity distribution network operator in the United Kingdom, consistently delivering stable financial contribution to the Company and CKI. The Target Group has achieved significant growth during the CKI Group’s investment period and the CKI Directors believe that the Disposal will allow the CKI Group (which is part of the Group) to monetise its investment at an attractive valuation with significant accounting gain and cash proceeds for future investments or acquisitions.

For the above reasons, the Board understands that the CKI Directors consider that the terms of CKI Sub’s Disposal are normal commercial terms, fair and reasonable and in the interests of CKI and its shareholders as a whole.

The Directors (including the Directors who are members of the Independent Board Committee, who have taken into account the advice from the Independent Financial Adviser), having regard to the views of the CKI Directors as described above, endorse the reasons of the CKI Directors for entering into CKI Sub’s Disposal and the benefits which are expected to accrue to the Group (of which CKI forms part) as a result of CKI Sub’s Disposal, and consider that the terms of CKI Sub’s Disposal are normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

None of the Directors has any material interest in the transaction herein except by virtue of being a director of and/or through shareholding in the Company (or any of its subsidiaries or substantial shareholders) or the Sellers (or any of their respective subsidiaries or holding companies), and no Directors were required to abstain from voting on the board resolutions of the Company passed in connection with CKI Sub’s Disposal.

LETTER FROM THE BOARD

6 INFORMATION ON THE GROUP AND OTHER PARTIES

6.1 The Group

The Group is principally engaged in four core businesses: ports and related services, retail, infrastructure and telecommunications. The diverse businesses of the Company and its subsidiaries and associated companies operate in over 50 countries/markets across the world.

CKI Sub is an indirect non-wholly owned subsidiary of the Company.

6.2 The CKI Group

The CKI Group is a global infrastructure company whose principal activities are development, investment and operation of infrastructure businesses in Hong Kong, Chinese Mainland, the United Kingdom, Continental Europe, Australia, New Zealand, Canada and the United States.

CKI Sub is an indirect wholly-owned subsidiary of CKI. CKI Sub is an investment holding company.

6.3 The CKA Group

The CKA Group is a leading multinational conglomerate that has diverse capabilities with business activities presently encompassing property development and investment, hotel and serviced suite operation, property and project management, pub operation and investment in infrastructure and utility asset operation.

CKA Sub is an indirect wholly-owned subsidiary of CKA. CKA Sub is an investment holding company.

6.4 The PAH Group

The principal activities of the PAH Group are investment in energy and utility-related businesses in the United Kingdom, Hong Kong, Australia, New Zealand, Chinese Mainland, Thailand, the Netherlands, Canada and the United States. Wholly-owned subsidiaries of CKI held approximately 36.01% of the issued shares of PAH as at the Latest Practicable Date.

PAH Sub is an indirect wholly-owned subsidiary of PAH. PAH Sub is an investment holding company.

6.5 The Purchaser, the Purchaser's Guarantor and Engie

Each of the Purchaser and the Purchaser's Guarantor is directly or indirectly ultimately fully-owned by Engie. Each of the Purchaser and the Purchaser's Guarantor is a holding company.

LETTER FROM THE BOARD

Engie is a major player in the energy transition, whose purpose is to accelerate the transition towards a carbon-neutral economy. With more than 90,000 employees in 30 countries, the Engie group covers the entire energy value chain, from production to infrastructures and sales. Engie combines complementary activities: renewable electricity and green gas production, flexibility assets (notably batteries), gas and electricity transmission and distribution networks, local energy infrastructures (heating and cooling networks) and the supply of energy to individuals, local authorities and businesses.

Save as disclosed in the section headed “7 *Implications under the Listing Rules*” below, to the best of the knowledge, information and belief of the Board, having made all reasonable enquiries, the Purchaser, the Purchaser’s Guarantor, Engie and their respective ultimate beneficial owner are third parties independent of the Company and its connected persons under the Listing Rules.

7 IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios of the Company in respect of CKI Sub’s Disposal exceed 5% but all of the applicable percentage ratios are less than 25%, CKI Sub’s Disposal constitutes a discloseable transaction of the Company and is subject to the announcement and notification requirements but is not subject to the circular and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

CKA has been deemed by the Stock Exchange to be a connected person of the Company under the Listing Rules.

The Disposal by CKI Sub, which is an indirect wholly-owned subsidiary of CKI, which was in turn owned as to 75.67% by the Company as at the Latest Practicable Date, constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. On this basis, as one or more of the applicable percentage ratios of the Company in respect of CKI Sub’s Disposal exceed 5%, CKI Sub’s Disposal will be subject to the Company’s compliance with the announcement, reporting, circular and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

8 EGM AND VOTING

The Company will convene the EGM for the Independent Shareholders to consider and, if thought fit, pass an ordinary resolution to approve CKI Sub’s Disposal.

A notice convening the EGM to be held as a hybrid meeting at 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong with online access through the Online Platform on Monday, 27 April 2026 at 4:15 pm is set out on pages EGM-1 to EGM-3 of this circular. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The ordinary resolution to be proposed at the EGM shall be voted by way of a poll pursuant to Article 81 of the Articles of Association.

LETTER FROM THE BOARD

All Shareholders who have a material interest (which is different from that of the other Shareholders) in CKI Sub's Disposal will be required to abstain from voting on the ordinary resolution to be proposed to approve CKI Sub's Disposal at the EGM. As at the Latest Practicable Date, Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor (who is a Director) and the Trust had or were deemed to have an interest in an aggregate of approximately 30.44% of the issued share capital of the Company, and also had or were deemed to have an interest in an aggregate of approximately 48.87% of the issued share capital of CKA. Accordingly, each of Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor and the relevant entities under the Trust will, and will procure their respective associates to, abstain from voting on the ordinary resolution to be proposed to approve CKI Sub's Disposal at the EGM.

A proxy form for use at the EGM is enclosed with this circular. The proxy form can also be downloaded from the above websites. Independent Shareholders are recommended to appoint the Chairman of the EGM as their proxy by completing and signing the proxy form in accordance with the instructions printed thereon and returning it (i) by email to EGM2026proxy@ckh.com.hk, or (ii) to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in either case, as soon as possible and in any event no later than 48 hours before the time for holding the EGM or any adjournment or postponement thereof. For the EGM convened to be held on Monday, 27 April 2026 at 4:15 pm, the deadline to submit completed proxy forms is Saturday, 25 April 2026 at 4:15 pm. Shareholders are recommended to return proxy forms by email where possible and, if they elect to return proxy forms by post, ample time should be allowed for postal delivery.

Completion and return of the proxy form will not preclude a Shareholder from attending and voting, physically at the Principal Meeting Place or electronically through the Online Platform, at the EGM or any adjournment or postponement thereof should the Shareholder subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked.

9 RECOMMENDATIONS

9.1 Recommendation from the Directors (other than the members of the Independent Board Committee)

Having taken into account the reasons for and benefits of CKI Sub's Disposal as set out in the section headed "*5 Reasons for and benefits of CKI Sub's Disposal*" above, the Directors (other than the members of the Independent Board Committee, whose view is set out in the letter from the Independent Board Committee as contained in this circular and summarised in section 9.2 below) consider that the terms of CKI Sub's Disposal are normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Given the above, the Directors (other than the members of the Independent Board Committee, whose view is set out in the letter from the Independent Board Committee as contained in this circular and summarised in section 9.2 below) recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve CKI Sub's Disposal.

LETTER FROM THE BOARD

9.2 Recommendation from the Independent Board Committee

The Independent Board Committee (comprising Ms Chow Ching Yee, Cynthia, Mr Graeme Allan Jack, Mr Philip Lawrence Kadoorie, Mrs Leung Lau Yau Fun, Sophie, Mr Paul Joseph Tighe, Ms Tsim Sin Ling, Ruth and Mr Wong Kwai Lam, being independent non-executive directors of the Company) has been formed to advise and provide recommendation to the Independent Shareholders in respect of CKI Sub's Disposal after taking into account the advice from the Independent Financial Adviser.

Your attention is drawn to (i) the letter from the Independent Board Committee set out on page 26 of this circular which contains its recommendation to the Independent Shareholders on CKI Sub's Disposal; and (ii) the letter from the Independent Financial Adviser set out on pages 27 to 47 of this circular which contains its advice and recommendation to the Independent Board Committee and the Independent Shareholders in relation to CKI Sub's Disposal and the principal factors and reasons considered by the Independent Financial Adviser in arriving at its advice.

The Independent Board Committee, having considered the reasons for and benefits of CKI Sub's Disposal as set out above and the terms of CKI Sub's Disposal and having taken into account the advice from the Independent Financial Adviser, and in particular, the factors, reasons and recommendations set out in the letter from the Independent Financial Adviser as contained in this circular, considers that CKI Sub's Disposal is on normal commercial terms and in the ordinary and usual course of business of the Group, is on terms which are fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve CKI Sub's Disposal.

9.3 Recommendation from the Independent Financial Adviser

Somerley Capital Limited has been engaged as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of CKI Sub's Disposal, and whether it is in the ordinary and usual course of business of the Group, on normal commercial terms and in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote.

Your attention is drawn to the letter from the Independent Financial Adviser set out on pages 27 to 47 of this circular which contains its advice and recommendation to the Independent Board Committee and the Independent Shareholders in relation to CKI Sub's Disposal and the principal factors and reasons considered by the Independent Financial Adviser in arriving at its advice.

LETTER FROM THE BOARD

Having taken into account the principal factors and reasons contained in the letter from the Independent Financial Adviser, the Independent Financial Adviser considers that the terms of CKI Sub's Disposal are fair and reasonable so far as the Independent Shareholders are concerned. In addition, the Independent Financial Adviser considers that CKI Sub's Disposal is on normal commercial terms and in the ordinary and usual course of business of the Group, and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Financial Adviser advises the Independent Board Committee to recommend, and it recommends, the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve CKI Sub's Disposal.

10 FURTHER INFORMATION

Your attention is drawn to the letter from the Independent Board Committee as set out on page 26 of this circular, the letter from the Independent Financial Adviser as set out on pages 27 to 47 of this circular, the additional information as set out in the Appendix to this circular, and the notice of the EGM as set out on pages EGM-1 to EGM-3 of this circular.

As completion of the Disposal is subject to the fulfilment of certain terms and conditions under the Share Purchase Agreement, there remains a possibility that the Disposal may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Yours faithfully,

For and on behalf of the Board of
CK HUTCHISON HOLDINGS LIMITED

Victor T K LI
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the full text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in respect of CKI Sub's Disposal.



8 April 2026

To the Independent Shareholders

CONNECTED TRANSACTION AND DISCLOSEABLE TRANSACTION DISPOSAL OF UK POWER NETWORKS

We refer to the circular of CK Hutchison Holdings Limited dated 8 April 2026 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter have the same meanings as defined in the Circular, unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise you in connection with CKI Sub's Disposal, details of which are set out in the “*Letter from the Board*” as contained in the Circular.

Somerley Capital Limited has been engaged to act as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of CKI Sub's Disposal, and whether it is in the ordinary and usual course of business of the Group, on normal commercial terms and in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote.

We wish to draw your attention to the “*Letter from the Independent Financial Adviser*” as set out on pages 27 to 47 of the Circular, which contains its advice and recommendation to us and the Independent Shareholders and its recommendation to Independent Shareholders as to how to vote in respect of the ordinary resolution to be proposed at the EGM to approve CKI Sub's Disposal.

Having considered the reasons for and benefits of CKI Sub's Disposal as set out in the Circular, the terms of CKI Sub's Disposal, the reasons considered by, and the advice and recommendation of, the Independent Financial Adviser as stated in its letter of advice, and the relevant information contained in the Letter from the Board, we are of the opinion that CKI Sub's Disposal is on normal commercial terms and in the ordinary and usual course of business of the Group, is on terms which are fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend that you vote in favour of the ordinary resolution to be proposed at the EGM to approve CKI Sub's Disposal.

Yours faithfully,

WONG Kwai Lam (Chairman of Independent Board Committee)
CHOW Ching Yee, Cynthia
Graeme Allan JACK
Philip Lawrence KADOORIE
LEUNG LAU Yau Fun, Sophie
Paul Joseph TIGHE
TSIM Sin Ling, Ruth
Independent Board Committee

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the letter from Somerley Capital Limited, the Independent Financial Adviser, setting out its advice and recommendation to the Independent Board Committee and the Independent Shareholders in relation to CKI Sub's Disposal, which has been prepared for the purpose of inclusion in this circular.



SOMERLEY CAPITAL LIMITED

20th Floor
China Building
29 Queen's Road Central
Hong Kong

8 April 2026

To: *the Independent Board Committee and the Independent Shareholders*

Dear Sirs,

CONNECTED TRANSACTION AND DISCLOSEABLE TRANSACTION DISPOSAL OF UK POWER NETWORKS

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in respect of CKI Sub's Disposal. Details of CKI Sub's Disposal are set out in the circular of the Company dated 8 April 2026 (the "**Circular**"), of which this letter forms a part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

On 26 February 2026, it was announced that CKI Sub (an indirect wholly-owned subsidiary of CKI and an indirect non-wholly owned subsidiary of the Company), PAH Sub (an indirect wholly-owned subsidiary of PAH), CKA Sub (an indirect wholly-owned subsidiary of CKA), the Purchaser and the Purchaser's Guarantor entered into the Share Purchase Agreement in relation to the Disposal, i.e. the disposal of the Sellers' 100% equity interest in the Target (i.e. UK Power Networks Holdings Limited) and shareholder loans at a base consideration of GBP10.548 billion (equivalent to approximately HK\$110.8 billion) (on a 100% basis) (the "**Aggregate Base Consideration**"), subject to customary adjustments. Based on CKI Sub's 40% shareholding interest in the Target, the Base CKI Consideration is approximately GBP4.2 billion (equivalent to approximately HK\$44.3 billion).

As one or more of the applicable percentage ratios of the Company in respect of CKI Sub's Disposal exceed 5% but all of the applicable percentage ratios are less than 25%, CKI Sub's Disposal constitutes a disclosable transaction of the Company and is subject to the announcement and notification requirements but is not subject to the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

CKA, a subsidiary of which is one of the Sellers, has been deemed by the Stock Exchange to be a connected person of the Company under the Listing Rules.

The disposal by CKI Sub, an indirect wholly-owned subsidiary of CKI, which was in turn owned as to 75.67% by the Company as at the Latest Practicable Date, constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. On this basis, as one or more of the applicable percentage ratios of the Company in respect of CKI Sub's Disposal exceed 5%, CKI Sub's Disposal will be subject to the Company's compliance with the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

announcement, reporting, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. This is why an independent board committee and an independent financial adviser are required.

The Company will convene the EGM for the Independent Shareholders to consider and, if thought fit, pass an ordinary resolution to approve CKI Sub's Disposal. All Shareholders who have a material interest (which is different from that of the other Shareholders) in CKI Sub's Disposal will be required to abstain from voting on the ordinary resolution to be proposed to approve CKI Sub's Disposal at the EGM. As at the Latest Practicable Date, Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor (who is a Director) and the Trust had or were deemed to have an interest in an aggregate of approximately 30.44% of the issued share capital of the Company, and also had or were deemed to have an interest in an aggregate of approximately 48.87% of the issued share capital of CKI. Accordingly, each of Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor and the relevant entities under the Trust will, and will procure their respective associates to, abstain from voting on the ordinary resolution to be proposed to approve CKI Sub's Disposal at the EGM.

The Independent Board Committee, comprising Ms Chow Ching Yee, Cynthia, Mr Graeme Allan Jack, Mr Philip Lawrence Kadoorie, Mrs Leung Lau Yau Fun, Sophie, Mr Paul Joseph Tighe, Ms Tsim Sin Ling, Ruth and Mr Wong Kwai Lam, being independent non-executive directors of the Company, has been formed to advise and provide recommendation to the Independent Shareholders in respect of CKI Sub's Disposal. With the approval of the Independent Board Committee, we have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of CKI Sub's Disposal.

During the past two years, there were no engagements between the Company and Somerley Capital Limited. As at the Latest Practicable Date, there were no relationships or interests between (a) Somerley Capital Limited and (b) the Company, CKI, CKI, PAH, Engie, the Target or their respective substantial shareholders, subsidiaries, associated companies or joint ventures that could reasonably be regarded as a hindrance to our independence as defined under Rule 13.84 of the Listing Rules to act as the Independent Financial Adviser. Apart from normal professional fees paid or payable to us in connection with this appointment and our appointment as the independent financial adviser to the independent board committee and the independent shareholders of CKI in relation to CKI Sub's Disposal, no arrangement exists whereby we will receive any fees or benefits from the Company, CKI, CKI, PAH, Engie, the Target or their respective substantial shareholders, subsidiaries or associates.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have relied on the information and facts supplied, and the opinions expressed, by the executive Directors and management of the Group, including the CKI Group, which we have assumed to be true, accurate and complete in all material aspects and will remain so up to the time of the EGM. We have reviewed (i) the Share Purchase Agreement; (ii) the annual reports of the Company and CKI for the year ended 31 December 2024; (iii) the annual results announcements of the Company and CKI for the year ended 31 December 2025; (iv) the annual reports and financial statements of the Target Group for the years ended 31 March 2024 and 2025; and (v) information contained in the Circular. We have no reason to doubt the truth and accuracy of the information provided to us or to believe that any material information has been omitted or withheld. We have relied on such information and consider that the information which we have received is sufficient for us to reach our opinion and recommendation as set out in this letter and to justify our reliance on such information. We have, however, not conducted any independent investigation into the business and affairs of the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Company, CKI, CKA, PAH, Engie, the Target or their respective substantial shareholders, subsidiaries, associated companies or joint ventures. We have also assumed that all representations contained or referred to in the Circular are true as at the date of the Circular.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation with regard to CKI Sub's Disposal, we have taken into account the principal factors and reasons set out below.

1. Background and reasons

(i) The Group and CKI Group

The Group is principally engaged in ports and related services, retail, infrastructure and telecommunications. The diverse businesses of the Company and its subsidiaries and associated companies operate in over 50 countries/markets across the world. Shares of the Company are listed on the Stock Exchange, with a market capitalisation of approximately HK\$226.5 billion as at the Latest Practicable Date.

The infrastructure division of the Group comprises interests in certain co-owned infrastructure investments with CKI and the approximately 75.67% interest in CKI, which are incorporated in the financial statements of the Company. As stated in CKI annual reports, one of its stated long term development strategies is to expand its portfolio by acquiring quality businesses with strong and recurrent returns. The CKI Group has made various acquisitions over the years to expand its business portfolio, some of which were regulated businesses like the Target Group, which have generated predictable and stable recurring revenue. Many of the CKI Group's acquisitions were made together with joint venture partners, including for example the acquisition of the Target Group in 2010.

According to the Company's 2025 annual results announcement, the Group recorded revenue of approximately HK\$280.0 billion, profit before tax of approximately HK\$26.6 billion, and profit attributable to ordinary shareholders of approximately HK\$11.8 billion in 2025. The Group's share of profits less losses of joint ventures, which included the contribution from the Target Group, amounted to approximately HK\$11.1 billion in 2025. According to the same announcement, total assets of the Group amounted to approximately HK\$1,155.7 billion as at 31 December 2025, out of which approximately HK\$171.1 billion (or approximately 14.8%) represented its interests in joint ventures, including the Target Group.

As at the Latest Practicable Date, the Target was owned as to 40% by CKI Sub, 40% by PAH Sub and 20% by CKA Sub, and the Group holds approximately 75.67% of CKI, which wholly owns CKI Sub. Accordingly, the Group's interest in CKI Sub's 40% stake translates into an effective interest of approximately 30.27% in the Target.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) CKA Group and PAH Group

The CKA Group is a multinational conglomerate with business activities presently encompassing property development and investment, hotel and serviced suite operation, property and project management, pub operation and investment in infrastructure and utility asset operation. As at the Latest Practicable Date, the Group had no shareholding interest in CKA or CKA Sub.

The principal activities of the PAH Group are investment in energy and utility-related businesses in the United Kingdom, Hong Kong, Australia, New Zealand, Chinese Mainland, Thailand, the Netherlands, Canada and the United States. As at the Latest Practicable Date, CKI indirectly held approximately 36.01% of the issued shares of PAH.

(iii) Engie

Each of the Purchaser and the Purchaser's Guarantor is ultimately wholly-owned by Engie.

Engie is a major player in the energy transition, covering the entire energy value chain, from production to infrastructures and sales. Engie combines complementary activities: renewable electricity and green gas production, flexibility assets (notably batteries), gas and electricity transmission and distribution networks, local energy infrastructures (heating and cooling networks) and the supply of energy to individuals, local authorities and businesses. Engie is listed on Euronext with a market capitalisation of approximately EUR68.6 billion as at the business day before the Latest Practicable Date.

According to the website of Engie, (i) its largest shareholder is the French State, holding an approximately 22.64% share capital interest as at 3 March 2026, and (ii) it has obtained credit ratings of Baa1 from Moody's Ratings, and BBB+ from S&P Global Ratings and Fitch Ratings. Based on its latest published financial statements for the year ended 31 December 2025, Engie recorded revenue and net income of approximately EUR71.9 billion and EUR4.7 billion respectively in 2025, and had total assets and net assets of approximately EUR169.2 billion and EUR40.8 billion respectively as at 31 December 2025.

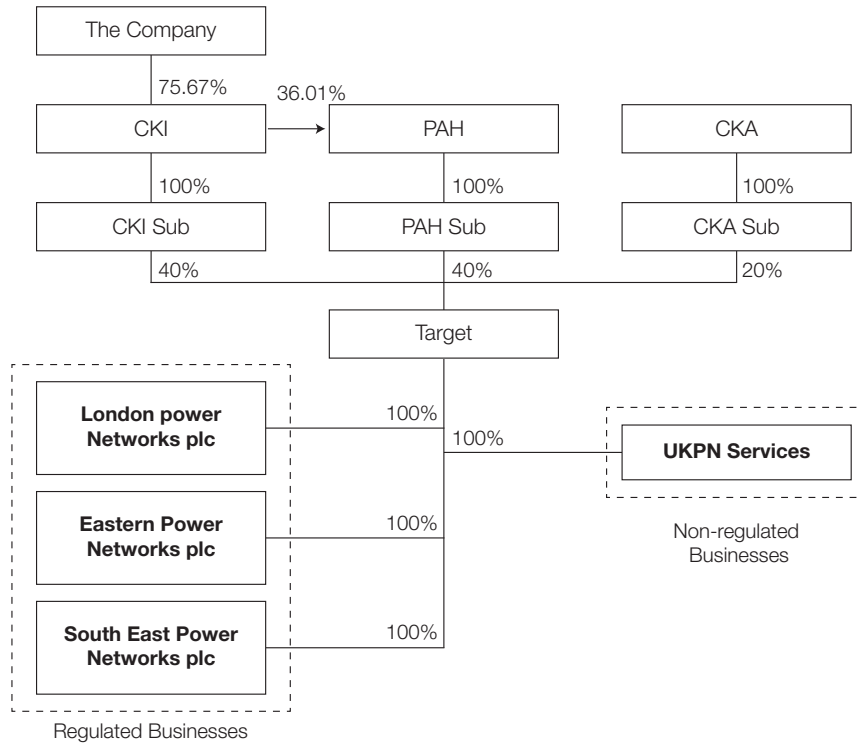
As stated in the respective (joint) announcements of the Company, CKI, CKA and PAH in relation to the Disposal, the Purchaser, the Purchaser's Guarantor, Engie and their respective ultimate beneficial owner are third parties independent of the Company, CKI, CKA, PAH and their respective connected persons.

(iv) The Target Group

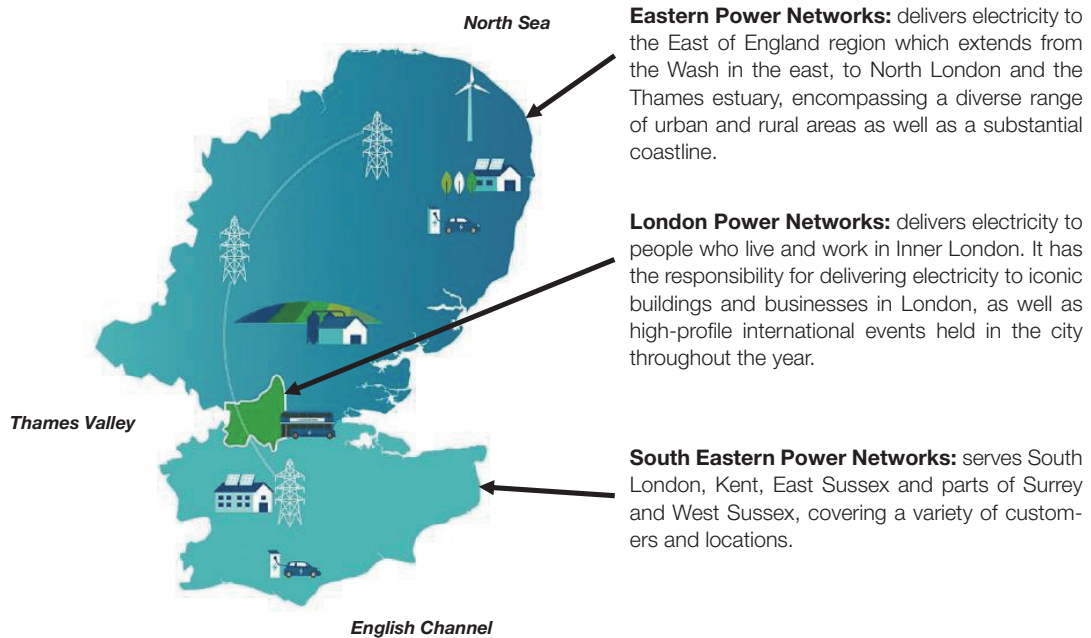
The Target Group is an electricity distribution network operator serving London, the South East and the East of England region, responsible for distributing electricity to end users including homes and businesses. The Target Group's network is approximately 192,000 kilometres in length and covers an area of over 29,000 square kilometres. According to its website, the Target Group is the largest electricity distribution network operator in the United Kingdom in terms of customers, serving 8.5 million homes and businesses. While the great majority of the Target Group's turnover and profit comes from the above regulated business, the Target Group also has a non-regulated business, UKPN Services, which designs, builds, owns and operates private networks for both public and private sector clients.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is a summary of the simplified shareholding and organisation structure of the Target as at the Latest Practicable Date:



The Target Group operates its regulated business across three areas in the United Kingdom via three licensed companies:



Source: Target's FY2025 annual report

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The regulated business of the Target Group as an electricity distribution network operator is operated within a regulatory framework under licence from its energy regulator, the Office of Gas and Electricity Markets (“Ofgem”), which sets out mechanisms to determine the price that the Target Group and other operators in the industry can charge their customers. The allowed revenue for the Target Group’s regulated business is largely based on an allowed return over its regulatory asset value (“RAV”), which represents the capitalised value of the assets that the Target Group uses to provide its regulated services, on which Ofgem allows the earning of a regulated return. The capital expenditure required to deliver the licensed service of electricity distribution to be included in the RAV for each regulatory price control period is determined by Ofgem. The current regulatory framework, known as the “RIIO” model (Revenues = Incentives + Innovation + Outputs), emphasises the delivery of good operational performance in areas such as network reliability and customer service, while delivering the lowest possible prices for customers. The Target Group commenced its current regulatory regime (known as RIIO-ED2) on 1 April 2023, which provides predictable and stable recurring revenue to the Target Group, and indirectly to CKI and the Company, for a period of five years.

The Target Group has continued to invest in its business over the years. In 2024, the Target Group supported approximately GBP800 million of upgrades in the electricity network to increase network capacity and resilience, and to enable more low carbon electricity generation to be fed into the grid. During the same year, the Target Group acquired Powerlink Renewable Assets, a portfolio of renewable assets, for an enterprise value of approximately GBP91 million.

Based on CKI’s 2024 annual report, the Target Group recorded profit for the year of HK\$4,791 million for the year ended 31 December 2024. As at the Latest Practicable Date, the Target was owned as to 40% by CKI Sub, 40% by PAH Sub, and 20% by CKA Sub, and the Group holds approximately 75.67% of CKI, which wholly owns CKI Sub. Accordingly, the Group’s interest in CKI Sub’s 40% share of this result in 2024 amounted to approximately HK\$1,450 million.

(v) *Reasons for and benefits of CKI Sub’s Disposal*

As stated in the Letter from the Board in the Circular, the CKI Directors believe that CKI Sub’s Disposal will allow the CKI Group, and indirectly the Group, to monetise its investment at an attractive valuation with significant accounting gain and cash proceeds for future investments or acquisitions. The receipt of the disposal consideration of approximately GBP4.2 billion (or approximately HK\$44.3 billion), i.e. the Base CKI Consideration, will allow the Group and the CKI Group to further strengthen their balance sheets for any future investment opportunities. As advised by the CKI Group, it considers and evaluates acquisition opportunities from time to time in order to maximise shareholder value, and has not made any decisions on significant acquisitions as at the Latest Practicable Date.

Considering that the Group’s profit attributable to ordinary shareholders was approximately HK\$11.8 billion in 2025, the expected gain of approximately HK\$14.5 billion (after the 24.33% share of non-controlling interests of CKI) or HK\$19.3 billion (before the 24.33% share of non-controlling interests of CKI) to be recognised by the Group, which however is non-recurring in nature, should provide a substantial boost to the Company’s profitability in 2026.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We consider the valuation as represented by consideration of the Disposal to be in line with precedent transactions we identified, and with an implied yield lower than those of certain safe investments, allowing the CKI Group to hold the proceeds at higher interest rates before pursuing other investment opportunities. Please refer to the sections below headed “4. Analysis of the CKI Consideration” and “5. Financial effects of CKI Sub’s Disposal” for our further analyses of the consideration and financial effects of CKI Sub’s Disposal on the Group.

2. Principal terms of the Disposal

On 25 February 2026, the Share Purchase Agreement was entered into between the Sellers (i.e. CKI Sub, PAH Sub and CKA Sub), the Purchaser and the Purchaser’s Guarantor in respect of the sale and purchase of the Sale Shares and the Shareholder Debt Instruments. Set out below are the principal terms of the Share Purchase Agreement, further details of which are set out in the Letter from the Board in the Circular.

The Disposal

Each Seller has agreed to severally sell to the Purchaser its respective Sale Shares, which together represent 100% of the issued share capital of the Target. Each Seller has also agreed to sell, or procure the sale of, each Shareholder Debt Instrument to the Purchaser.

Guarantees

The Purchaser’s Guarantor has agreed to guarantee the performance and observance of the obligations of the Purchaser under the Share Purchase Agreement. Engie, a substantial company, has entered into the Purchaser Parent Guarantee, under which Engie will guarantee the payment of the purchase price by the Purchaser under the Share Purchase Agreement.

Each of CKI, PAH and CKA has entered into separate guarantee letters on 25 February 2026 (London time) addressed to the Purchaser, under which CKI, PAH and CKA guarantee the performance and observance of the obligations of CKI Sub, PAH Sub and CKA Sub under the Share Purchase Agreement, respectively.

CKI Consideration

The CKI Consideration for CKI Sub’s Sale Shares and CKI Sub’s Shareholder Debt Instruments shall be an amount in cash equal to the sum of:

- (i) the Base CKI Consideration, being GBP4,219,200,000 (equivalent to approximately HK\$44,301,600,000); *plus*
- (ii) an amount equal to the interest that would have accrued if interest had been charged at a rate of 4% per annum on the Base CKI Consideration from (and excluding) 31 March 2025 up to (and including) the Closing Date, accruing daily; *less*
- (iii) the Known CKI Permitted Leakage Amount; *less*
- (iv) to the extent not deducted from the Base CKI Consideration under paragraph (iii) above, an amount equal to: (a) the Known CKI Leakage Amount (if any); *plus*
(b) the Reimbursement Amount in respect of such Known CKI Leakage Amount; *less*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (v) where Closing occurs on or after 1 July 2026 solely due to one (or more) of the Sellers failing to convene the relevant extraordinary or special general meetings of the Company, CKI, PAH and CKA to approve the relevant resolution(s) in connection with the Disposal on or before 30 June 2026 (other than where the failure to do so was a direct result of a breach by the Purchaser of its obligations to provide information, documentation and other assistance in accordance with the Share Purchase Agreement), an amount equal to the CKI Permitted Leakage Reimbursement Amount.

The amount of the CKI Consideration allocated to each CKI Sub's Shareholder Debt Instrument shall be the aggregate of all its principal, interest, fees and other amounts outstanding at Closing, with the remainder of the CKI Consideration allocated to CKI Sub's Sale Shares. The CKI Consideration is payable by the Purchaser to CKI Sub in full in cash at Closing.

The CKI Consideration was determined based on arm's length negotiations between CKI Sub and the Purchaser and after taking into account factors including: (i) the prevailing market prices of similar assets; (ii) the performance of the business conducted by the Target Group; and (iii) the information set out under the section headed "5. Reasons for and benefits of CKI Sub's Disposal" in the Letter from the Board in the Circular.

The Company itself will not directly receive any net proceeds from CKI Sub's Disposal.

Conditions

Closing is conditional upon satisfaction of the following Conditions, or their satisfaction subject only to Closing:

- (i) approval by the Shareholders of all resolution(s) relating to the transactions to be performed by CKI Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;
- (ii) approval by the shareholders of CKI of all resolution(s) relating to the transactions to be performed by CKI Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;
- (iii) approval by the shareholders of PAH of all resolution(s) relating to the transactions to be performed by PAH Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;
- (iv) approval by the shareholders of CKA of all resolution(s) relating to the transactions to be performed by CKA Sub under the Share Purchase Agreement as may be required under the Listing Rules or otherwise required by the Stock Exchange, or the grant by the Stock Exchange of a waiver from the need to obtain such approval;
- (v) a notification under the National Security and Investment Act 2021 of the United Kingdom having been accepted and (a) the Secretary of State confirming before the end of the review period that no further action will be taken in relation to the Disposal; or (b) if the Secretary of State issues a call-in notice in relation to the Disposal, the relevant parties (or any party) to the Share Purchase Agreement receiving confirmation that the Secretary of State will take no further action in relation to the call-in notice and the Disposal under the National Security and Investment Act 2021; or (c) the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Secretary of State making a final order in relation to the Disposal (and, to the extent relevant, all conditions or obligations contained in such an order necessary for Closing having been satisfied or complied with or any restriction preventing Closing having been lifted or released); and

- (vi) (a) the GFSC giving notice in writing that it approves or has no objection to the acquisition of UKPN Insurance by the Purchaser and all other persons who would at Closing become a shareholder controller of UKPN Insurance; or (b) (1) the surrendering of the authorisation or licence of UKPN Insurance to carry on insurance business under the relevant laws in the Island of Guernsey; and (2) the discontinuance and winding-up of the insurance business of UKPN Insurance, such that the no objection of the GFSC is not required in connection with the Disposal.

None of the Conditions may be waived by any party to the Share Purchase Agreement. As at the Latest Practicable Date, save for the Condition set out under paragraph (vi) above which had been satisfied, none of the Conditions had been satisfied.

If (a) the GFSC objects in writing to any person becoming a shareholder controller of UKPN Insurance following the Disposal within 90 days of the date of the Share Purchase Agreement; or (b) the GFSC does not provide written confirmation of no objection to satisfy the Condition set out under paragraph (vi) above within 90 days of the date of the Share Purchase Agreement (or such other date as may be agreed in writing between the parties to the Share Purchase Agreement), then the parties agree that the Longstop Date shall be automatically extended by a period of three months in accordance with the following paragraph.

Subject to the preceding paragraph, if any of the Conditions is not satisfied on or before 5:00 p.m. (London time) on the Longstop Date, either the Sellers (acting jointly) (by notice to the Purchaser) or the Purchaser (by notice to the Sellers' representative) may extend the Longstop Date by a period of three months. The Longstop Date refers to 30 June 2026 or such other date as the Sellers and the Purchaser may agree in writing.

If (i) the Purchaser or the Sellers have not extended the Longstop Date pursuant to the preceding paragraph and any Condition is not satisfied on or before 5:00 p.m. (London time) on the Longstop Date; or (ii) the Purchaser or the Sellers have extended the Longstop Date pursuant to the preceding paragraph or the Longstop Date has been automatically extended as set out above and any Condition is not satisfied on or before 5:00 p.m. (London time) on the extended Longstop Date, the Purchaser or the Sellers (acting jointly) may in their sole discretion terminate the Share Purchase Agreement in accordance with its terms.

Closing

Closing shall take place on the tenth business day following (but excluding) the date on which the fulfilment of the last Condition is notified by the relevant party to the other parties to the Share Purchase Agreement, or at such other time or date as may be agreed between the Purchaser and the Sellers' representative in writing.

At Closing, each of the Sellers and the Purchaser shall comply with their respective closing obligations under the Share Purchase Agreement, including the delivery by each of the Sellers and the Purchaser to each other of various closing deliverables, and the payment of the total consideration (including the CKI Consideration) for the relevant Disposal by the Purchaser to the respective Sellers.

Upon Closing, the Company will no longer hold any equity interests in the Target.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Exclusivity

During the Exclusivity Period, each Seller undertakes that it shall not, and shall procure that its respective affiliates shall not, discuss, negotiate or solicit or accept any offer from any other third party for an acquisition (whether direct or indirect) of any of the issued share capital of the Target or any other material members of the Target Group, or of any assets, business or undertakings which are material in the context of the business of the Target Group taken as a whole. "Exclusivity Period" means: (i) if Closing occurs, the period from the date of the Share Purchase Agreement until Closing; (ii) if Closing does not occur solely due to one or more of the Sellers' Shareholder Conditions not being satisfied (other than where the failure to do so was a direct result of a breach by the Purchaser of its obligations to provide information, documentation and other assistance in accordance with the Share Purchase Agreement), the period of 18 months from the date of the Share Purchase Agreement; and (iii) if Closing does not occur for any other reason, the period from the date of the Share Purchase Agreement until termination of the Share Purchase Agreement.

Rights and obligations for each of the Sellers

The rights and obligations of each of CKI Sub, PAH Sub and CKA Sub under the Share Purchase Agreement are on a several basis, and each of CKI Sub, PAH Sub and CKA Sub will only have rights and obligations to the extent they relate to the Sale Shares or the Shareholder Debt Instruments it agrees to sell, or procure to sell, under the Share Purchase Agreement.

Our view

The Company is not directly a party to the Share Purchase Agreement or its associated agreement for CKI Sub's Disposal. CKI Sub's Disposal constitutes a discloseable transaction of the Company under the Listing Rules due to the transaction being undertaken by CKI Sub and Express Train, members of the CKI Group, which in turn are members of the Group. This by itself does not require shareholders' approval. However, CKA has been deemed by the Stock Exchange to be a connected person of the Company under the Listing Rules, and that CKI Sub's Disposal constitutes a connected transaction for the Company. On this basis, CKI Sub's Disposal requires approval from the Independent Shareholders.

Pursuant to the Share Purchase Agreement, each of CKI Sub and the other Sellers has severally agreed to sell, or procure the sale of, its relevant percentage of the issued share capital of the Target (i.e. its Sale Shares) and its shareholder loans (i.e. its Shareholder Debt Instruments) to the Purchaser. The CKI Consideration was determined based on arm's length negotiation between CKI Sub and the Purchaser, who (together with its ultimate beneficial owner) is a third party independent of the Company, CKI, CKA, PAH and their respective connected persons. Based on our analysis of the terms of CKI Sub's Disposal, we consider that CKI Sub and the other Sellers have negotiated an arm's length price with the Purchaser for the benefit of the shareholders of CKI (and indirectly, shareholders of the Company), CKA and PAH.

The CKI Consideration, payable by cash to CKI Sub at Closing, will be determined based on the Base CKI Consideration of GBP4,219.2 million, plus a 4% interest on the Base CKI Consideration accrued from 31 March 2025 to the Closing Date, less adjustments relating to certain "leakage" since 31 March 2025, including for example payment of equity dividend and shareholder loan interest to CKI Sub. We consider that the 4% interest to be accrued on the Base CKI Consideration to be reasonable, referencing the yield of approximately 3.2% based on the total equity dividends and shareholder loan interest paid by the Target

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Group of approximately GBP340 million during the year ended 31 December 2025 and the Aggregate Base Consideration of GBP10,548 million, as further analysed in the section below headed “5. Financial effects of CKI Sub’s Disposal”.

We note that each Seller’s rights and obligations under the Share Purchase Agreement are on a several basis, and each Seller will only have rights and obligations to the extent they relate to the Sale Shares or the Shareholder Debt Instruments it agreed to sell or procure to sell. Upon Closing, each of CKI Sub and the other Sellers will separately receive their respective proportion of the consideration of the Disposal on a pro-rata basis according to their respective percentage interest in the Target. We consider the several basis of the rights and obligations to be a fair principle between the Sellers.

Apart from the Purchaser’s Guarantor guaranteeing the performance and observance of the Purchaser’s obligations under the Share Purchase Agreement, Engie, the ultimate beneficial owner of the Purchaser and the Purchaser’s Guarantor, will also guarantee the payment of the purchase price by the Purchaser. Given the substantial size of the purchase price, we consider it beneficial for the payment obligation to be guaranteed by Engie, a sizeable corporation as further described in the section above headed “1. Background and reasons”.

We note that if Closing does not occur solely due to one or more of the Sellers’ Shareholder Conditions not being satisfied, the Sellers shall not discuss, negotiate or solicit or accept any offer from a third party for an acquisition of the Target or any of its material members during the Exclusivity Period of 18 months from the date of the Share Purchase Agreement. Having considered that the Sellers’ Shareholder Conditions represent additional obligations of the Company, CKI, CKA and PAH pursuant the Listing Rules due to their listings on the Stock Exchange, we consider it fair for the Sellers to offer the above Exclusivity Period to allow time for the Purchaser to discuss and negotiate an alternative transaction structure if any of the Sellers’ Shareholder Conditions are not satisfied. Independent Shareholders should note that if any of the Sellers’ Shareholder Conditions (none of which is waivable) are not satisfied, the Disposal will not proceed, and the CKI Group and therefore the Group will not receive the proceeds of CKI Sub’s Disposal nor recognise the accounting gain as disclosed in the section below headed “5. Financial effects of CKI Sub’s Disposal”.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. Financial information of the Target Group

(i) Financial performance

The following table sets out a summary of the consolidated profit and loss account of the Target Group for the three years ended 31 March 2023 (“FY2023”), 2024 (“FY2024”), and 2025 (“FY2025”), as extracted from the annual reports and financial statements of the Target Group. It should be noted that the Target Company adopts a financial year end of 31 March and prepares its financial statements in accordance with United Kingdom Generally Accepted Accounting Practice. This is different from the Company’s financial year (ending 31 December) and accounting standards (currently IFRS Accounting Standards).

	For the year ended 31 March		
	2025 <i>(audited)</i> GBP million	2024 <i>(audited)</i> GBP million	2023 <i>(audited)</i> GBP million
Turnover	2,463	1,825	2,194
Operating costs	<u>(1,096)</u>	<u>(1,076)</u>	<u>(1,187)</u>
Operating profit	1,367	749	1,007
Finance costs (net) – bank loans, bonds and others	(147)	(205)	(111)
Finance costs (net) – shareholder loans	<u>(71)</u>	<u>(77)</u>	<u>(77)</u>
Profit before taxation	1,149	467	819
Taxation	<u>(296)</u>	<u>(155)</u>	<u>(186)</u>
Profit for the financial year	853	312	633
Equity dividends paid	248	243	218

(a) Turnover

The Target Group’s turnover has shown some volatility. Turnover represents income derived from electricity distribution, management of private electricity networks, electrical contracting services and invoice value of other goods and services provided.

FY2024 was the first year of the new 5-year RIIO-ED2 price control, which incorporates a lower allowed rate of return and more challenging incentive mechanisms when compared to the previous RIIO-ED1 regime. As a result, the Target Group’s turnover declined by approximately 16.8% year-on-year to approximately GBP1,825 million in FY2024.

In FY2025, however, the turnover of the Target Group increased by approximately 35.0% year-on-year to approximately GBP2,463 million. The increase was mainly due to (i) the recovery of additional amounts relating to higher inflation, which was under-recovered in previous financial periods owing to actual rates of inflation being much higher than those assumed when revenue tariffs were set, and (ii) higher incentives relating to the RIIO-ED1 price control, which are collected with a two-year lag. In relation to item (i) above, it is disclosed in the Circular that as tariffs chargeable to customers need to be set

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

between 15 and 27 months before their implementation, the relevant regulatory framework allows for a subsequent tariff adjustment based on prior-year inflation. In this respect, we note that inflation¹ in the United Kingdom rose above 5% in October 2021, reached a high of approximately 14.2% in October 2022, and then came down gradually and fell below 5% after December 2023. The period of high inflation resulted in increases in tariffs and therefore revenue of the Target Group in FY2025. In relation to item (ii) above, the Target Group are eligible to earn financial incentives linked to operational performance as determined by Ofgem based on actual performance in a given regulatory year, but were only incorporated into allowed revenues approximately two years later.

(b) *Profits*

The Target Group's profit decreased by approximately 50.7% year-on-year to approximately GBP312 million in FY2024, mainly due to lower turnover as explained above, and the increase in capital and operating expenditure to achieve commitments during the RIIO-ED2 price control period. Profit then increased by approximately 1.7 times year-on-year to approximately GBP853 million in FY2025, mainly due to higher revenue as explained above.

For similar reasons, profits before net interest, taxation, depreciation and amortisation ("**EBITDA**") of the Target Group fluctuated in a pattern similar to the Target Group's profit, recording a reduction in FY2024 and an increase in FY2025. For FY2023, FY2024 and FY2025, EBITDA of the Target Group amounted to approximately GBP1.4 billion, GBP1.2 billion and GBP1.8 billion respectively. EBITDA of the Target Group for the year ended 31 December 2025 amounted to approximately GBP1.3 billion.

As explained above, in our view, the revenue and profits of the Target Group for FY2025 were not typical. The significant increase in financial performance in FY2025 was due to (i) the recovery of additional amounts relating to higher inflation, which was under-recovered in previous financial periods, and (ii) higher incentives relating to the RIIO-ED1 price control. As stated in the Target Group's annual report and financial statements for FY2025, due to the non-recurring nature of the above items, revenues and therefore the financial performance of the Target Group are expected to be lower from 1 April 2025.

(c) *Return to shareholders*

Equity dividends paid to shareholders of the Target Group (i.e. the Sellers) amounted to approximately GBP218 million, GBP243 million, GBP248 million during FY2023, FY2024 and FY2025 respectively. In addition, aggregate shareholder loan interests recorded by the Target Group, which were included in finance costs (net), were approximately GBP77 million, GBP77 million and GBP71 million during FY2023, FY2024 and FY2025 respectively.

¹ Based on percentage changes of the Retail Price Index All Items over 12 months, as extracted from the website of the Office for National Statistics of the United Kingdom (<https://www.ons.gov.uk/economy/inflationandpriceindices/timeseries/czbh/mm23>)

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) Financial position

The following table sets out a summary of the consolidated balance sheet of the Target Group as at 31 March 2023, 2024 and 2025, as extracted and summarised from the annual reports and financial statements of the Target Group.

	As at 31 March		
	2025	2024	2023
	<i>(audited)</i> GBP million	<i>(audited)</i> GBP million	<i>(audited)</i> GBP million
ASSETS			
Intangible fixed assets	1,886	1,848	1,866
Tangible fixed assets	15,080	14,126	13,377
Derivative financial assets	103	108	94
Cash and cash equivalents	90	117	235
Other assets	962	767	919
 Total assets	 18,121	 16,966	 16,491
LIABILITIES			
Borrowings – bank loans, bonds and others	5,376	5,161	4,842
Borrowings – shareholder loans	774	774	774
Deferred income	4,191	3,971	3,786
Derivative financial liabilities	408	442	421
Other liabilities	1,788	1,678	1,649
 Total liabilities	 12,537	 12,026	 11,472
 Shareholders' funds	 5,584	 4,940	 5,019
 RAV (Note)	 9,176	 8,568	 8,127

Note: As explained in the FY2025 annual report and financial statements of the Target Group, the RAV as at 31 March 2025 presented is provisional at the date the financial statements are signed. Discussion with Ofgem may result in RAV being increased or decreased. The prior period comparatives have been restated to reflect the latest agreed position

Assets

As at 31 March 2025, the Target Group had tangible fixed assets of approximately GBP15,080 million, accounting for approximately 83.2% of its total assets. Such assets mainly represented the Target Group's electricity distribution networks in the United Kingdom. The intangible fixed assets of approximately GBP1,886 million as at 31 March 2025 mainly represented goodwill arising from the acquisition of the network businesses when the Target was first acquired by CKI and the other joint venture partners in October 2010. As at 31 March 2025, the Target Group had cash and cash equivalents of approximately GBP90 million.

Liabilities

As at 31 March 2025, the Target Group had borrowings of approximately GBP6,150 million, which included (i) bank loans and bonds of approximately GBP5,376 million, mostly due between 2027 and 2043, and (ii) shareholder loans of

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

approximately GBP774 million, maturing in June 2041 (i.e. the Shareholder Debt Instruments). On the same date, the Target Group recorded deferred income of approximately GBP4,191 million, representing customer contributions received as payment for connections to the network, which would be released to turnover over the expected useful lives of the related assets.

RAV of the Target Group continued to grow in recent years, from approximately GBP8,127 million as at the end of March 2023 to approximately GBP9,176 million as at the end of March 2025, mainly a reflection of the higher retail prices index in the United Kingdom and the continued investment.

EBITDA, Net Debt and Distributions for the LTM Dec 2025

As set out in the Letter from the Board in the Circular, based on the unaudited financial information provided by the Target Group, (a) EBITDA of the Target Group for the year ended 31 December 2025 (“**LTM Dec 2025**”) was approximately GBP1.3 billion (equivalent to approximately HK\$13,650 million); (b) the net debt of the Target Group, which represents the total external borrowings net of cash and cash equivalent, as at 31 December 2025 was approximately GBP5.9 billion (equivalent to approximately HK\$61,950 million); and (c) the total amount of distributions, which represents dividends received and interests received under the Shareholder Debt Instruments, from the Target Group to the Sellers and/or the Shareholder Debt Instrument Holders for the LTM Dec 2025 was approximately GBP340 million (equivalent to approximately HK\$3,570 million).

4. Analysis of the CKI Consideration

As discussed in the section headed “2. Principal terms of the Disposal”, the Disposal was negotiated between the Sellers (including CKI Sub which is a part of the Group) and the Purchaser, an independent third party, on arm’s length basis with reference to a number of factors. Based on the Announcement and the announcements published by CKA and PAH in respect of the Disposal, we note the Aggregate Base Consideration is GBP10,548 million (equivalent to approximately HK\$110,754 million). The Company itself will not directly receive any net proceeds from CKI Sub’s Disposal, but the Group, through its indirect interest in CKI Sub, is entitled to the Base CKI Consideration of GBP4,219.2 million (equivalent to approximately HK\$44,301.6 million), or 40% of the Aggregate Base Consideration, based on CKI Sub’s 40% interest in the Target. For the purpose of analysing the reasonableness of the CKI Consideration, and by extension the total consideration of the Disposal, we have researched precedent transactions and trading comparables and analysed relevant financial metrics as represented by such transactions and comparables against those represented by the Aggregate Base Consideration.

As the Target Group is an electricity distribution network operator, we consider it appropriate to have regard principally to the enterprise value (“**EV**”) to RAV ratio, a metric used by the United Kingdom regulator for electricity distribution network operators to earn an allowed return, in analysing the Aggregate Base Consideration. We have also made reference to the EV to EBITDA ratio, a commonly used financial metric in evaluating and comparing infrastructure businesses.

(i) Precedent transactions – acquisitions/disposals

We have researched publicly disclosed acquisitions/disposals of interests in companies that are principally engaged or invested in the business of distribution of electricity in the United Kingdom (the “**Precedent Transaction(s)**”), announced and

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

completed since January 2020, where the target company had an implied EV (on a 100% basis) of at least GBP1.0 billion. The above selection criteria are to identify Precedent Transactions involving target companies that, same as the Target Group, operate under the Ofgem regulatory framework applicable to electricity distribution network operators in the United Kingdom, with an appropriate minimum monetary threshold to include only transactions with scales comparable to that of the Disposal while being able to identify sufficient number of transactions for the purpose of a meaningful analysis. We consider the list of Precedent Transactions set out below to be an exhaustive list according to our research based on the above criteria. We note that SSE plc (Stock code: SSE.LN) (“**SSE**”) announced in November 2022 the sale of 25% interest in Scottish Hydro Electric Transmission (“**SSEN Transmission**”). SSEN Transmission is principally engaged in the high-voltage transmission of electricity from generating plant to distribution network, which is subject to growth profile (e.g. growth in renewable energy generation connected to its network) that is different from that of the Target Group’s business of electricity distribution to end users. As such, we did not include the above transaction involving SSEN Transmission in our analysis below. Details of our findings are as follows:

Date of announcement	Target	Size of consideration (percentage of interest acquired)	EV	RAV	EBITDA	EV/RAV	EV/EBITDA
		(Note 1) GBP million	(Note 1) GBP million	(Note 2) GBP million	(Note 3) GBP million	times	times
August 2024	Electricity North West	2,100 (88%)	4,200	2,685	376	1.56	11.17
March 2021	Western Power Distribution	7,800 (100%)	14,213	8,516	1,241	1.67	11.45
February 2026	The Target (EBITDA in FY2025)	10,548 (100%)	16,424 (Note 4)	9,492	1,819	1.73	9.03
	The Target (EBITDA in LTM Dec 2025)				1,300 (Note 5)		12.63

Notes:

- (1) Transaction figures sourced from the respective press releases, public announcements, or regulatory filings. EV for the Western Power Distribution case represents the sum of the equity consideration (on a 100% basis) and net debt, as extracted from its releases, public announcements, or regulatory filings
- (2) RAV for each transaction represents the (sum of the) respective regulatory asset value, as extracted from the respective latest financial statements of the target group companies or its listed parent company (where available). The Target Group’s RAV of approximately GBP9,492 million as at 30 September 2025 is arrived at based on relevant disclosure in the interim reports of each of London Power Networks plc, South Eastern Power Networks plc and Eastern Power Networks plc for the six months ended 30 September 2025

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (3) *EBITDA for each transaction represents the earnings before net interest, taxation, depreciation and amortisation, as extracted from the respective latest full year financial statements of the target group, published on or before the announcements of the respective transactions*
- (4) *EV of the Target represents the sum of (i) the Aggregate Base Consideration of GBP10,548 million, (ii) the accrued interest amount of approximately GBP316 million, calculated based on the Aggregate Base Consideration and the rate of 4% per annum for the period from 1 April 2025 to 31 December 2025, and (iii) the net debt of the Target Group of approximately GBP5.9 billion as at 31 December 2025, minus the total amount of distributions of approximately GBP340 million, as set out in the Letter from the Board in the Circular*
- (5) *EBITDA of the Target is based on its EBITDA of approximately GBP1.3 billion for the LTM Dec 2025, as set out in the Letter from the Board in the Circular*

As shown in the table above, the EV/RAV ratio as represented by the Aggregate Base Consideration of approximately 1.73 times is higher than the EV/RAV ratios of the Precedent Transactions between approximately 1.56 times and 1.67 times.

Separately, we note that the EV/EBITDA ratio as represented by the Aggregate Base Consideration, based on the Target Group's EBITDA in FY2025, is approximately 9.03 times, lower than the EV/EBITDA ratios of the Precedent Transactions. In our view, this lower ratio is mainly due to special circumstances relating to the Target's FY2025 results – the higher revenue and EBITDA of the Target Group in FY2025 due to the non-recurring factors as described in the section above headed “3. Financial information of the Target Group”. Based on the Target Group's EBITDA for the LTM Dec 2025, the Target Group's EV/EBITDA ratio of approximately 12.63 times is higher than the EV/EBITDA ratios of the Precedent Transactions.

RAV relates to the overall capital investments made on the respective electricity distribution infrastructure, and is therefore less susceptible to annual fluctuation in profitability, for example the Target Group's higher EBITDA in FY2025 due to the non-recurring factors. In these circumstances, we consider that the EV/RAV ratio may provide a more useful analysis.

(ii) Trading comparables – listed companies

We have reviewed companies listed on the London Stock Exchange that are principally engaged or invested in, among others, the business of distribution of electricity in the United Kingdom, which had a market capitalisation of at least GBP1.0 billion as at the business day before the Latest Practicable Date. Although we have identified National Grid plc (Stock code: NG.LN) (“**National Grid**”) and SSE based on the above criteria, we note from their latest published annual reports that (i) over 50% of National Grid's revenue in its latest financial year came from businesses in the United States, while the revenue from electricity distribution business in the United Kingdom only accounted for approximately 13% of revenue, and (ii) SSE's electricity distribution business only accounted for approximately 15% of revenue in its latest financial year, with the remaining revenue from other businesses including electricity generation and transmission, energy trading and energy customer solutions, many of which are non-regulated businesses. As such, the valuation of National Grid and SSE are largely dependent on businesses other than distribution of electricity in the United Kingdom, the principal business of the Target Group. We therefore do not consider an analysis of trading comparables to be of significant relevance to the Independent Shareholders.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Broadly speaking, based on our analysis, as the Purchaser and its ultimate beneficial owner are independent third parties, we consider that CKI Sub and the other Sellers have negotiated an arm's length price with the Purchaser for the benefit of the shareholders of CKI (and indirectly, shareholders of the Company), CKA and PAH.

5. Financial effects of CKI Sub's Disposal

The Target Group is currently equity accounted for in the Company's consolidated balance sheet as an investment in a joint venture. Upon Closing, the Target Group will cease to be a joint venture of the CKI Group and therefore the Group.

(i) *Earnings and net assets*

As disclosed in the Circular, the Group expects to recognise a gain of approximately HK\$14.5 billion (subject to audit) attributable to its ordinary shareholders upon the completion of the Disposal. This figure reflects a lower cost of disposal relating to the Target at the Group level compared to that of the CKI Group, and is stated after accounting for the 24.33% share of non-controlling interests in CKI. Before considering such non-controlling interests, the gain would amount to approximately HK\$19.3 billion. Against the Group's profit before taxation of approximately HK\$26.6 billion in 2025, the above gain is expected to provide a substantial boost to the Company's profitability in 2026.

As stated in the section above headed "1. Background and reasons", the Group's share of results of the Target Group was approximately HK\$1,450 million for the year ended 31 December 2024. While the absence of such profit upon Closing is expected to reduce profitability of the CKI Group and the Group in the near term, the substantial consideration of approximately HK\$44,302 million (based on the Base CKI Consideration) to be received by the CKI Group (which is a part of the Group) upon Closing will enable the CKI Group to pursue future investment opportunities in a more active manner, and/or to provide a substantial enhancement of its general working capital.

As disclosed in the Letter from the Board in the Circular, the total equity dividends and shareholder loan interest paid by the Target Group were approximately GBP340 million during the year ended 31 December 2025, which represents a yield of approximately 3.2% based on the Aggregate Base Consideration of GBP10,548 million. We note that the above yield is lower than the yield of 10-year bonds issued by the Government of the United Kingdom of approximately 5.0% as at the business day before the Latest Practicable Date as sourced from Bloomberg. This means that the Group may hold the proceeds from CKI Sub's Disposal in relatively safe investments at higher interest rates, before pursuing other investment opportunities.

As set out in the Letter from the Board in the Circular, the CKI Group will continue to identify and pursue investment opportunities whether in regulated industries or businesses with long term secure contracts, or other businesses which offer great potential, in existing and new markets, including the United Kingdom and beyond.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) Cash flow and gearing

As at 31 December 2025, the Group had liquid assets of approximately HK\$151.3 billion (comprising cash and cash equivalents of approximately HK\$143.7 billion and liquid funds and other listed investments of approximately HK\$7.6 billion), a net debt position¹ (excluding interest bearing loans from non-controlling shareholders which are viewed as quasi equity) of approximately HK\$113.8 billion and a net debt to net total capital ratio¹ of approximately 13.9%. The substantial consideration of approximately HK\$44,302 million (based on the Base CKI Consideration) to be received by the CKI Group (which is a part of the Group) upon Closing would further strengthen the Group's balance sheet, and lower its net debt to net total capital ratio.

DISCUSSION

The infrastructure division of the Group comprises interests in certain co-owned infrastructure investments with CKI and the approximately 75.67% shareholding interest in CKI, which develops, invests and operates infrastructure businesses globally. One of the most significant investments of the CKI Group is its 40% joint venture interest in the Target Group, the largest electricity distribution network operator in the United Kingdom in terms of customers. PAH and CKA currently own the remaining 40% and 20% interests in the Target Group respectively. CKI also owns approximately 36% interests of PAH. The Company has no shareholding in CKA.

The great majority of the Target Group's turnover and profit comes from its regulated business, which is operated within a regulatory framework under license from Ofgem. For the financial year ended 31 March 2025, the Target Group's has achieved revenue, EBITDA and net profit amounting to approximately GBP2.4 billion, GBP1.8 billion and GBP0.9 billion respectively, representing significant improvement when compared to the previous financial year. This was mainly as a result of the recovery of additional amounts relating to higher inflation and higher incentives allowable under the regulatory framework. Due to the non-recurring nature of the above items, revenues and therefore financial performance of the Target Group are expected to be lower from 1 April 2025. For the LTM Dec 2025, the Target Group recorded EBITDA of approximately GBP1.3 billion.

The Share Purchase Agreement was entered into on 25 February 2026 among the Sellers (including CKI Sub, an indirect non-wholly owned subsidiary of the Company), the Purchaser and the Purchaser's Guarantor in respect of the Sellers' disposal of the entire equity interest in the Target and shareholder loans. Although the Company is not directly a party to CKI Sub's Disposal, CKI Sub's Disposal constitutes a discloseable transaction of the Company under the Listing Rules due to the transaction being undertaken by subsidiaries of CKI, which in turn are members of the Group.

¹ Net debt is defined as total bank and other debts (total principal amount of bank and other debts and unamortised fair value adjustments arising from acquisitions) less total cash, liquid funds and other listed investments. Net total capital is defined as total bank and other debts plus total equity (adjusted to exclude IFRS 16 effects) and loans from non-controlling shareholders net of total cash, liquid funds and other listed investments

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have reviewed the terms of the Share Purchase Agreement and the guarantee letters in relation to CKI Sub's Disposal. We note that the Sellers, being wholly-owned subsidiaries of CKI, PAH and CKA respectively, entered into these agreements on the basis that the rights and obligations of each of the Sellers are "several". This means that if, for example, PAH or CKA fails to obtain consent from its own independent shareholders or to fulfil any obligations under the Share Purchase Agreement, CKI will not step into their shoes or make good any shortfall, and the Disposal as a whole will not proceed. Accordingly, although the disposal by each of the Sellers constitutes a connected transaction for its listed parent(s), each Seller will go through its own independent shareholders' approval procedures to fulfil its obligations under the Share Purchase Agreement without reference to the other Sellers. To this extent the Sellers are acting at arm's length from each other.

CKA, the holding company of one of the Sellers, has been deemed by the Stock Exchange to be a connected person of the Company under the Listing Rules, and that CKI Sub's Disposal constitutes a connected transaction of the Company. Nevertheless, in most other aspects, we consider that the Disposal has the characteristics of an arm's length transaction. Connected disposals are often so classified because the purchaser is a connected person. Here the Purchaser is part of the Engie group, a wholly independent third party, incorporated in France and listed on Euronext. In addition, the rights and obligations of the Sellers are several and each Seller must obtain approval from the independent shareholders of its own listed parent(s), without which the Disposal will not complete. The terms for each Seller are the same (bearing in mind the different percentage of the Target held by CKA Sub) and there is no element of cross-subsidy or other assistance between the Sellers.

The CKI Consideration was determined after taking into account factors including the prevailing market prices of similar assets, the Target Group's business performance and other reasons and benefits as discussed in the section above headed "1. Background and reasons". In our view, the CKI Consideration is generally in line with the Precedent Transactions in the electricity distribution sector in the United Kingdom which we have been able to identify. In evaluating the CKI Consideration against recent transactions, we take note that the Target Group's performance was significantly boosted in FY2025 by non-recurring factors, which are not expected to be repeated in FY2026. The CKI's Sub Disposal will allow the CKI Group to realise its investment in the Target Group at a valuation that we consider fair and reasonable.

The Group expects to record a substantial accounting gain upon Closing. Cash proceeds of approximately HK\$44.3 billion will be received by the CKI Group, further strengthening its financial position and enabling significant future investments or acquisitions to be made, in turn strengthening the position of the Group. The CKI Group will be able to hold the proceeds in relatively safe investments at interest rates higher than the yield as represented by the disposal consideration, before pursuing other investment opportunities.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

OPINION AND RECOMMENDATION

Having taken into account the above principal factors and reasons, we consider that the terms of CKI Sub's Disposal are fair and reasonable so far as the Independent Shareholders are concerned. In addition, we consider that CKI Sub's Disposal is on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole.

Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve CKI Sub's Disposal.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED
M. N. Sabine **John Wong**
Chairman Director

Mr M. N. Sabine is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Somerley Capital Limited, which is licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. He has over forty years of experience in the corporate finance industry.

Mr John Wong is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Somerley Capital Limited. He has over fifteen years of experience in the corporate finance industry.

1 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2 INTERESTS OF DIRECTORS

Interests in shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors adopted by the Company (the “**Model Code**”), to be notified to the Company and the Stock Exchange, were as follows:

(I) Long positions in the Shares

Directors	Capacity	Nature of Interests	Number of Shares Held	Total	Approximate % of Shareholding ⁽⁷⁾
Li Tzar Kuoi, Victor	Beneficiary of trusts	Other interest	1,162,632,010 ⁽¹⁾	1,165,829,560	30.4390%
	Beneficial owner	Personal interest	220,000		
	Interest of controlled corporations	Corporate interest	2,572,350 ⁽²⁾		
	Interest of spouse	Family interest	200,000		
	Interest of child	Family interest	205,200 ⁽³⁾		
Fok Kin Ning, Canning	Interest of a controlled corporation	Corporate interest	6,011,438 ⁽⁴⁾	6,011,438	0.1569%
Frank John Sixt	Beneficial owner	Personal interest	166,800	166,800	0.0043%
Lai Kai Ming, Dominic	Beneficial owner	Personal interest	34,200	34,200	0.0008%
Kam Hing Lam	Beneficial owner	Personal interest	51,040	108,400	0.0028%
	Interest of child	Family interest	57,360		

APPENDIX

GENERAL INFORMATION

Directors	Capacity	Nature of Interests	Number of Shares Held	Total	Approximate % of Shareholding ⁽⁷⁾
Edith Shih	Beneficial owner	Personal interest	187,125)	192,187	0.0050%
	Interest of spouse	Family interest	5,062)		
Chow Kun Chee, Roland	Beneficial owner	Personal interest	99,752	99,752	0.0026%
Chow Woo Mo Fong, Susan	Beneficial owner	Personal interest	129,960	129,960	0.0033%
Lee Yeh Kwong, Charles	Beneficial owner	Personal interest	862,124)	906,584	0.0236%
	Interest of spouse	Family interest	37,620)		
	Interest of a controlled corporation	Corporate interest	6,840 ⁽⁵⁾)		
Philip Lawrence Kadoorie	Beneficiary of a discretionary trust	Other interest	7,380,860 ⁽⁶⁾	7,380,860	0.1927%
Leung Lau Yau Fun, Sophie	Beneficial owner	Personal interest	10,000)	11,000	0.0002%
	Interest of spouse	Family interest	1,000)		

Notes:

(1) The 1,162,632,010 Shares comprise:

- (a) 1,005,817,044 Shares held by Li Ka-Shing Unity Trustee Company Limited (“**TUT1**”) as trustee of UT1 and its related companies in which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings (“**TUT1 related companies**”). Mr Li Ka-shing is the settlor of each of DT1 and DT2. Each of TDT1, which is the trustee of DT1, and TDT2, which is the trustee of DT2, holds units in UT1 but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. The discretionary beneficiaries of each of DT1 and DT2 are, inter alia, Mr Li Tzar Kuoi, Victor, his wife and children, and Mr Li Tzar Kai, Richard.

The entire issued share capital of TUT1, TDT1 and TDT2 are owned by Li Ka-Shing Unity Holdings Limited (“**Unity Holdco**”). Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor are respectively interested in one-third and two-thirds of the entire issued share capital of Unity Holdco. TUT1 is only interested in the Shares by reason only of its obligation and power to hold interests in those Shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the Shares independently without any reference to Unity Holdco or any of Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor as a holder of the shares of Unity Holdco as aforesaid.

As Mr Li Tzar Kuoi, Victor is a discretionary beneficiary of each of DT1 and DT2, and by virtue of the above, Mr Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said Shares held by TUT1 as trustee of UT1 and TUT1 related companies under the SFO as a Director.

- (b) 72,387,720 Shares held by Li Ka-Shing Castle Trustee Company Limited (“**TUT3**”) as trustee of UT3 and its related companies in which TUT3 as trustee of UT3 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings (“**TUT3 related companies**”). Mr Li Ka-shing is the settlor of each of DT3 and DT4. Each of TDT3, which is the trustee of DT3, and TDT4, which is the trustee of DT4, holds units in UT3 but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. The discretionary beneficiaries of each of DT3 and DT4 are, inter alia, Mr Li Tzar Kuoi, Victor, his wife and children, and Mr Li Tzar Kai, Richard.

The entire issued share capital of TUT3, TDT3 and TDT4 are owned by Li Ka-Shing Castle Holdings Limited ("**Castle Holdco**"). Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor are respectively interested in one-third and two-thirds of the entire issued share capital of Castle Holdco. TUT3 is only interested in the Shares by reason only of its obligation and power to hold interests in those Shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the Shares independently without any reference to Castle Holdco or any of Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor as a holder of the shares of Castle Holdco as aforesaid.

As Mr Li Tzar Kuoi, Victor is a discretionary beneficiary of each of DT3 and DT4, and by virtue of the above, Mr Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said Shares held by TUT3 as trustee of UT3 and TUT3 related companies under the SFO as a Director.

- (c) 84,427,246 Shares held by a company controlled by TDT3 as trustee of DT3.
- (2) Among those Shares,
 - (a) 2,272,350 Shares are held by certain companies of which Mr Li Tzar Kuoi, Victor is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings.
 - (b) 300,000 Shares are held by Li Ka Shing Foundation Limited ("**LKSF**"). By virtue of the terms of the constituent documents of LKSF, Mr Li Tzar Kuoi, Victor may be regarded as having the ability to exercise or control the exercise of one-third or more of the voting power at its general meetings.
- (3) Such Shares are held by a company in which a child of Mr Li Tzar Kuoi, Victor is entitled to exercise or control the exercise of one-third or more of the voting power at its general meetings.
- (4) Such Shares are held by a company which is equally controlled by Mr Fok Kin Ning, Canning and his spouse.
- (5) Such Shares are held by a company of which Mr Lee Yeh Kwong, Charles is interested in the entire issued share capital.
- (6) Such Shares are ultimately held by a discretionary trust of which Mr Philip Lawrence Kadoorie is one of the discretionary beneficiaries.
- (7) The percentages of shareholding in this table were computed based on the number of issued shares of the Company as at the Latest Practicable Date, being 3,830,044,500 Shares. As at the Latest Practicable Date, the Company did not hold any treasury shares.

(II) Long positions in the shares, underlying shares and debentures of the associated corporations of the Company

- (A) (a) As at the Latest Practicable Date, Mr Li Tzar Kuoi, Victor, as a Director, was deemed to be interested in the following by virtue of, inter alia, his interests as described in Note (1) of section 2(l) above:
 - (i) 5,428,000 ordinary shares, representing approximately 0.21% of the issued voting shares, in CKI held by TUT1 as trustee of UT1;
 - (ii) 53,604,826 ordinary shares, representing approximately 1.11% of the issued voting shares, in Hutchison Telecommunications Hong Kong Holdings Limited ("**HTHKH**") of which 53,451,546 ordinary shares are held by TUT1 as trustee of UT1 and its related company in which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at its general meetings, and 153,280 ordinary shares are held by TUT3 as trustee of UT3;

- (iii) 15,000,000 ordinary shares, representing approximately 15% of the issued voting shares, in Beautiland Company Limited held by a wholly owned subsidiary of TUT1 as trustee of UT1; and
 - (iv) 2,700,000 share stapled units, representing approximately 0.03% of the issued voting share stapled units, in HK Electric Investments (“**HKEI**”) and HK Electric Investments Limited (“**HKEIL**”) held by TUT1 as trustee of UT1.
 - (b) As at the Latest Practicable Date, Mr Li Tzar Kuoi, Victor was also deemed to be interested in (i) 5,170,000 share stapled units, representing approximately 0.05% of the issued voting share stapled units, in HKEI and HKEIL held by LKSF; (ii) 2,835,759,715 ordinary shares, representing approximately 29.50% of the issued voting shares, in CK Life Sciences Int’l., (Holdings) Inc. (“**CKLS**”) held by certain wholly owned subsidiaries of LKSF; and (iii) 350,527,953 ordinary shares, representing approximately 7.27% of the issued voting shares, in HTHKH held by LKSF. By virtue of the terms of the constituent documents of LKSF, Mr Li may be regarded as having the ability to exercise or control the exercise of one-third or more of the voting power at its general meetings.
 - (c) In addition, Mr Li Tzar Kuoi, Victor had, as at the Latest Practicable Date, the following interests:
 - (i) personal interests in 2,250,000 ordinary shares, representing approximately 0.02% of the issued voting shares, in CKLS held in his capacity as a beneficial owner;
 - (ii) family interests in (a) 192,000 ordinary shares, representing approximately 0.003% of the issued voting shares, in HTHKH held by a company of which his child is entitled to exercise or control the exercise of one-third or more of the voting power at its general meetings; and (b) 227,000 ordinary shares, representing approximately 0.009% of the issued voting shares, in CKI held by his spouse; and
 - (iii) corporate interests in (a) 2,519,250 ordinary shares, representing approximately 0.05% of the issued voting shares, in HTHKH; and (b) a nominal amount of US\$10,000,000 in the 4.20% Guaranteed Perpetual Capital Securities issued by Cheung Kong Infrastructure Finance (BVI) Limited, which are held by companies of which Mr Li is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings.
- (B) Mr Fok Kin Ning, Canning had, as at the Latest Practicable Date, the following interests:
 - (a) family interests in 267,400 ordinary shares, representing approximately 0.03% of the issued voting shares, in HUTCHMED (China) Limited (“**HUTCHMED**”) held by his spouse;
 - (b) corporate interests in 1,202,380 ordinary shares, representing approximately 0.02% of the issued voting shares, in HTHKH;

- (c) corporate interests in 2,000,000 share stapled units, representing approximately 0.02% of the issued voting share stapled units, in HKEI and HKEIL; and
- (d) corporate interests in 1,500,000 ordinary shares, representing approximately 0.01% of the issued voting shares, in CKLS.

Mr Fok Kin Ning, Canning holds the above corporate interests through a company which is equally controlled by Mr Fok and his spouse.

- (C) Mr Frank John Sixt in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in (i) 255,000 ordinary shares, representing approximately 0.005% of the issued voting shares, in HTHKH; (ii) 900,000 ordinary shares, representing approximately 0.009% of the issued voting shares, in CKLS; and (iii) 492,000 ordinary shares, representing approximately 0.01% of the issued voting shares, in TOM Group Limited (“**TOM**”).
- (D) Mr Ip Tak Chuen, Edmond in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in 2,250,000 ordinary shares, representing approximately 0.02% of the issued voting shares, in CKLS.
- (E) Mr Kam Hing Lam had, as at the Latest Practicable Date, the following interests:
 - (a) personal interests in 100,000 ordinary shares, representing approximately 0.003% of the issued voting shares, in CKI held in his capacity as a beneficial owner; and
 - (b) family interests in (a) 100,000 ordinary shares, representing approximately 0.004% of the issued voting shares, in PAH; (b) 1,025,000 share stapled units, representing approximately 0.01% of the issued voting share stapled units, in HKEI and HKEIL; and (c) 3,925,000 ordinary shares, representing approximately 0.04% of the issued voting shares, in CKLS held by his child.
- (F) Ms Edith Shih in her capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in (i) 700,000 ordinary shares and 100,000 American depositary shares (each representing five ordinary shares), in aggregate representing approximately 0.13% of the issued voting shares, in HUTCHMED; and (ii) a nominal amount of US\$400,000 in the 4.750% Guaranteed Notes due 2034 issued by CK Hutchison International (24) (II) Limited.
- (G) Mr Chow Kun Chee, Roland in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in (i) 10,000 ordinary shares, representing approximately 0.0003% of the issued voting shares, in CKI; (ii) 903,936 ordinary shares, representing approximately 0.009% of the issued voting shares, in CKLS; (iii) 134,918 ordinary shares, representing approximately 0.006% of the issued voting shares, in PAH; (iv) 582,000 ordinary shares, representing approximately 0.01% of the issued voting shares, in TOM; and (v) 33,730 share stapled units, representing approximately 0.0003% of the issued voting share stapled units, in HKEI and HKEIL.
- (H) Mrs Chow Woo Mo Fong, Susan in her capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in 250,000 ordinary shares, representing approximately 0.005% of the issued voting shares, in HTHKH.

- (I) Mr Lee Yeh Kwong, Charles had, as at the Latest Practicable Date, the following interests:
- (a) personal interests in 100,000 ordinary shares, representing approximately 0.003% of the issued voting shares, in CKI held in his capacity as a beneficial owner;
 - (b) 247,000 ordinary shares, representing approximately 0.01% of the issued voting shares, in PAH comprising corporate interests in 100,000 ordinary shares held through a company of which Mr Lee is interested in the entire issued share capital and family interests in 147,000 ordinary shares held by his spouse; and
 - (c) corporate interests in 25,000 share stapled units, representing approximately 0.0002% of the issued voting share stapled units, in HKEI and HKEIL held through a company of which Mr Lee is interested in the entire issued share capital.
- (J) Mr Graeme Allan Jack in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in 15,401 American depository shares (each representing five ordinary shares), representing approximately 0.008% of the issued voting shares, in HUTCHMED.
- (K) Mrs Leung Lau Yau Fun, Sophie had, as at the Latest Practicable Date, the following interests:
- (a) personal interests in 6,000 ordinary shares, representing approximately 0.0001% of the issued voting shares, in TOM held in her capacity as a beneficial owner;
 - (b) family interests in 2,400 ordinary shares, representing approximately 0.00002% of the issued voting shares, in CKLS held by her spouse; and
 - (c) corporate interests in (a) 100,000 share stapled units, representing approximately 0.001% of the issued voting share stapled units, in HKEI and HKEIL; (b) 200,000 ordinary shares, representing approximately 0.009% of the issued voting shares, in PAH; and (c) a nominal amount of US\$1,000,000 in the 7.5% Notes due 2027 issued by Hutchison Whampoa Finance (CI) Limited, which are held by a company (as trustee of a charitable trust) of which Mrs Leung is interested in one-third of the issued share capital.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Certain Directors held qualifying shares in certain subsidiaries of the Company on trust for other subsidiaries.

Competing Interests of Directors

As at the Latest Practicable Date, the following Directors had interests in the following businesses (apart from the businesses of the Company or its subsidiaries) conducted through the companies named below, their subsidiaries, associated companies or other investment forms which are considered to compete or be likely to compete, either directly or indirectly, with the core businesses of the Company or its subsidiaries required to be disclosed pursuant to Rule 8.10(2) of the Listing Rules:

Core business activities of the Company and its subsidiaries:

- (1) Ports and related services
- (2) Retail
- (3) Infrastructure
- (4) Telecommunications

Interests in Competing Business:

Directors	Name of Company/ Partnership/ Sole Proprietorship	Interest in the Competing Business	Nature of Competing Business
Victor T K Li	CKA	Chairman and Managing Director	(3)
	CKLS	Chairman	(2)
	HK Electric Investments Manager Limited (“HKEIML”) as trustee-manager of HKEI, and HKEIL	Deputy Chairman of HKEIL and Non-executive Director of both HKEIML and HKEIL	(3)
	PAH	Non-executive Director	(3)
Fok Kin Ning, Canning	HKEIML as trustee-manager of HKEI, and HKEIL	Chairman	(3)
	PT Indosat Tbk	Deputy President Commissioner	(4)
	TPG Telecom Limited (“TPG”)	Chairman	(4)
Frank John Sixt	HKEIML as trustee-manager of HKEI, and HKEIL	Alternate Director	(3)
	TOM	Non-executive Chairman	(4)
	TPG	Non-executive Director	(4)
Lai Kai Ming, Dominic	Hutchison Port Holdings Management Pte. Limited (“HPHM”) as trustee-manager of Hutchison Port Holdings Trust (“HPH Trust”)	Chairman	(1)
	TOM	Alternate Director	(4)

Directors	Name of Company/ Partnership/ Sole Proprietorship	Interest in the Competing Business	Nature of Competing Business
Ip Tak Chuen, Edmond	CKA	Deputy Chairman	(3)
	CKLS	Senior Vice President and Chief Investment Officer	(2)
Kam Hing Lam	CKA	Deputy Managing Director	(3)
	CKLS	President	(2)
Edith Shih	HPHM as trustee-manager of HPH Trust	Non-executive Director	(1)
Andrew John Hunter	PAH	Chairman	(3)

As at the Latest Practicable Date, save as disclosed above, none of the Directors or their respective close associates (as if each of them was treated as a controlling shareholder under Rule 8.10 of the Listing Rules) had any interest in any businesses (apart from the businesses of the Group) which compete or are likely to compete, either directly or indirectly, with the core businesses of the Group.

Common Directors

As at the Latest Practicable Date, Mr Li Tzar Kuoi, Victor, Mr Frank John Sixt and Mr Chow Kun Chee, Roland, each being a Director, were also directors of each of TUT1 as trustee of UT1, TDT1 as trustee of DT1, and TDT2 as trustee of DT2, being certain companies which had an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3 DIRECTORS' SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the relevant member of the Group within one year without payment of compensation (other than statutory compensation)).

4 INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, except in connection with the Disposal and by virtue of being a director and/or shareholder of the Company (or any of its subsidiaries or substantial shareholders) or the Sellers (or any of their respective subsidiaries or holding companies, or any substantial shareholder of any such holding companies), and save as disclosed under the section "Continuing Connected Transactions" in the 2024 annual report of the Company, none of the Directors had any direct or indirect interests in any assets which have been, since 31 December 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.

As at the Latest Practicable Date, except in connection with the Disposal and by virtue of being a director and/or shareholder of the Company (or any of its subsidiaries or substantial shareholders) or the Sellers (or any of their respective subsidiaries or holding companies, or any substantial shareholder of any such holding companies), and save as disclosed under the section “Continuing Connected Transactions” in the 2024 annual report of the Company, none of the Directors was materially interested in any subsisting contract or arrangement which was significant in relation to the business of the Group.

5 NO MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that, other than as disclosed in the 2024 annual report and 2025 interim report of the Company and the 2025 Results Announcement, there has been no material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group have been made up.

6 EXPERT

6.1 Qualification of expert

The following are the name and qualifications of the expert who has given its advice and recommendation which are contained in this circular:

Name	Qualifications
Somerley Capital Limited	A corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

6.2 Interests of expert

Somerley Capital Limited has confirmed that, as at the Latest Practicable Date, it was not interested in any securities of any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group, and that it did not have any direct or indirect interest in any assets which had been, since 31 December 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by, or leased to, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

7 CONSENT

As at the Latest Practicable Date, Somerley Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or references to its name in the form and context in which they respectively appear in this circular.

8 DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the Company website at www.ckh.com.hk and the HKEXnews Website at www.hkexnews.hk during the period of 14 days from the date of this circular up to and including the 14th day thereafter:

- (i) the Share Purchase Agreement, with certain information redacted as mentioned below;
- (ii) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out in this circular;
- (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out in this circular; and
- (iv) the written consent referred to in the section headed “7 *Consent*” above.

The Company has applied to, and has been granted a waiver by, the Stock Exchange from strict compliance with Rule 14A.70(13) of, and paragraph 43(2)(c) of Appendix D1B to, the Listing Rules such that certain information as described below (the “**Redacted Information**”) would be redacted in the Share Purchase Agreement for the purpose of displaying on the Company’s website and the HKEXnews Website. The Company considers that:

- (i) the Redacted Information is not of material importance and is not such as will influence the assessment of the impact of the Disposal. The omission of such information is not likely to mislead the Shareholders with regard to the facts and circumstances, knowledge of which is essential for an informed assessment of the impact of the Disposal on the Company;
- (ii) the disclosure of the Redacted Information is or may be prejudicial, seriously detrimental, or competitively harmful, to the Group and is not in its interest as a whole; and
- (iii) the redacted Share Purchase Agreement together with this circular contain such information as is material to the Shareholders for an informed assessment of the Disposal.

The Redacted Information includes information and arrangements relating to the employees of the Target Group.

Only the redacted Share Purchase Agreement will be available on the Company’s website and the HKEXnews Website as a document on display in accordance with the arrangements as set out in this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Shareholders of CK Hutchison Holdings Limited (the “**Company**”) will be held as a hybrid meeting at 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong (the “**Principal Meeting Place**”) with online access through an online platform at <https://meetings.lumiconnect.com> (the “**Online Platform**”) on Monday, 27 April 2026 at 4:15 pm (or, in the event that a tropical cyclone warning signal no. 8 or above, a black rainstorm warning signal and/or “extreme conditions” announced by the Hong Kong Government (the “**Bad Weather Signal**”) is/are in force in Hong Kong at 9:00 am on that day, at the same time and place and through the same Online Platform on Tuesday, 28 April 2026) (the “**Extraordinary General Meeting**”) for the purpose of considering and, if thought fit, passing with or without amendment the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the transactions contemplated under, pursuant to or in connection with the share purchase agreement (the “**Share Purchase Agreement**”) dated 25 February 2026 among CKI Number 1 Limited, Devin International Limited, Eagle Insight International Limited, Engie UK 2026 Limited and Engie Group Participations SA (a copy of which marked “**A**” and a copy of the circular of the Company dated 8 April 2026 (the “**Circular**”) marked “**B**” having been tabled before the Meeting and initialled by the Chairman of the Meeting for the purpose of identification), including, but not limited to, the disposal of CKI Sub’s Sale Shares (as defined in the Circular) and CKI Sub’s Shareholder Debt Instruments (as defined in the Circular) as part of the Disposal (as defined in the Circular), and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to such transactions be and are hereby approved; and
- (b) the directors of the Company, acting collectively and individually, be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which they may in their absolute discretion consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the above paragraph (a) of this resolution and all of the transactions contemplated thereunder.”

By Order of the Board

Edith SHIH
Executive Director and Company Secretary

Hong Kong, 8 April 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- a. *The Extraordinary General Meeting will be a hybrid meeting. Shareholders have the option of attending, participating and voting at the Extraordinary General Meeting physically at the Principal Meeting Place or electronically through the Online Platform. Shareholders attending and participating in the Extraordinary General Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and raise questions. Details of the Online Platform are set out in the circular of the Company dated 8 April 2026 (the “Circular”) and the notification letter from the Company to registered Shareholders dated 8 April 2026 (the “Shareholder Notification”).*
- b. *At the Extraordinary General Meeting, the Chairman of the Extraordinary General Meeting will put the above resolution to be voted by way of a poll pursuant to Article 81 of the Articles of Association of the Company.*
- c. *Any Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and on a poll, vote in his/her stead. A proxy need not be a Shareholder.*
- d. *All Shareholders who wish to appoint a proxy to attend and vote at the Extraordinary General Meeting are recommended to appoint the Chairman of the Extraordinary General Meeting as their proxy by completing, signing and returning the proxy form in accordance with the instructions printed thereon.*
- e. *To be valid, the completed and signed proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be returned (i) by email to EGM2026proxy@ckh.com.hk, or (ii) to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, in either case, as soon as possible and in any event no later than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment or postponement thereof. Shareholders are recommended to return proxy forms by email where possible and, if they elect to return proxy forms by post, ample time should be allowed for postal delivery.*
- f. *Completion and return of the proxy form will not preclude a Shareholder from attending and voting, physically at the Principal Meeting Place or electronically through the Online Platform, at the Extraordinary General Meeting or at any adjournment or postponement thereof should the Shareholder subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked.*
- g. *The record date for determining the eligibility of Shareholders (except for holders of treasury shares, if any) to attend and vote at the Extraordinary General Meeting or at any adjournment or postponement thereof is Monday, 27 April 2026. The register of members of the Company will be closed from Wednesday, 22 April 2026 to Monday, 27 April 2026 (or to Tuesday, 28 April 2026, in the event that the Extraordinary General Meeting is to be held on Tuesday, 28 April 2026 because of a Bad Weather Signal), both days inclusive, during which period no transfer of shares will be effected. To be entitled to attend and vote at the Extraordinary General Meeting (or at any adjournment or postponement thereof), all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 pm on Tuesday, 21 April 2026.*
- h. *An electronic voting system will be used by Shareholders (including their proxies and corporate representatives) who attend physically at the Principal Meeting Place, for enhancing efficiency and transparency in the vote counting process. Shareholders as well as their proxies and corporate representatives are recommended to bring their unique login details (contained in the Shareholder Notification or the relevant email from the Hong Kong Share Registrar) as well as their own electronic device (for example, smart phone or tablet device with internet connection) for access to the electronic voting system.*
- i. *Any Shareholder with disability who has particular access request for physical attendance at the Extraordinary General Meeting may contact the Company Secretary of the Company by phone at (852) 2128 1188 or by email to cosec@ckh.com.hk on or before 5:00 pm on Tuesday, 21 April 2026.*
- j. *No refreshments or drinks will be served at the Principal Meeting Place.*

NOTICE OF EXTRAORDINARY GENERAL MEETING

k. *BAD WEATHER ARRANGEMENTS:*

The Extraordinary General Meeting will be held on Monday, 27 April 2026 as scheduled regardless of whether or not an amber or red rainstorm warning signal or a tropical cyclone warning signal no. 3 or below is in force in Hong Kong at any time on that day.

However, if a Bad Weather Signal is in force in Hong Kong at 9:00 am on Monday, 27 April 2026, the Extraordinary General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place and through the same Online Platform on Tuesday, 28 April 2026 instead.

Shareholders may call the hotline at (852) 3169 3868 or visit the Company website at www.ckh.com.hk for details of the postponement and alternative meeting arrangements.

Shareholders should carefully consider the risk of physical attendance at the Extraordinary General Meeting under bad weather conditions, having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

l. *All references to time and dates in this notice are to Hong Kong time and dates.*

m. *In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.*