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CHEUNG KONG (HOLDINGS) LIMITED
長江實業(集團)有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 0001)

REORGANISATION PROPOSAL –
CHANGE OF THE HOLDING COMPANY OF THE GROUP
FROM CHEUNG KONG (HOLDINGS) LIMITED TO

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

(a company incorporated in the Cayman Islands with limited liability, the shares of which are proposed to be listed on the Main Board of the Stock Exchange by way of introduction)

BY WAY OF A SCHEME OF ARRANGEMENT

(under the Companies Ordinance)

- (1) RESULTS OF THE COURT MEETING AND
THE GENERAL MEETING; AND**
- (2) RESUMPTION OF DEALINGS IN THE SHARES AND
THE DEBT SECURITIES**

RESULTS OF THE COURT MEETING AND THE GENERAL MEETING

The Board is pleased to announce that, at the Court Meeting held on 25 February 2015, the Scheme was approved by the Shareholders and, at the General Meeting held on 25 February 2015, the special resolution set out in the notice of General Meeting was duly passed as a special resolution by the Shareholders.

RESUMPTION OF DEALINGS IN THE SHARES AND THE DEBT SECURITIES

At the request of the Company, trading in the Shares (stock code: 0001) and the Debt Securities (as defined below) (stock codes: 4556, 4559 and 4595) on the Stock Exchange was halted from 9:00 a.m. on Wednesday, 25 February 2015 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the Shares and the Debt Securities with effect from 1:00 p.m. on Wednesday, 25 February 2015.

Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should note that the Reorganisation Proposal is still subject to, among other things, compliance with applicable legal and regulatory requirements, including the sanction of the Scheme by the Court and approval of the Stock Exchange and/or other regulators. Accordingly, there is no certainty as to whether, and if so when, the Reorganisation Proposal will proceed and/or will become effective. Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should exercise caution when dealing in the Shares or other securities of the Company.

1. INTRODUCTION

Reference is made to the scheme document (the “**Scheme Document**”) issued by the Company to the Shareholders in relation to the Scheme on 6 February 2015. Unless otherwise defined, capitalised terms used in this announcement shall bear the same meanings as those defined in the Scheme Document.

2. RESULTS OF THE COURT MEETING AND THE GENERAL MEETING

The Court Meeting and the General Meeting were held on Wednesday, 25 February 2015.

(i) Results of the Court Meeting

The poll result in respect of the resolution to approve the Scheme proposed at the Court Meeting was as follows:

	Number of votes (Approx. %)	
	FOR	AGAINST
To approve the Scheme	1,754,501,383 (99.757749%)	4,260,614 (0.242251%)

The Scheme was approved by Shareholders representing at least 75% of the voting rights of the Shareholders present and voting, in person or by proxy, at the Court Meeting, with the votes cast against the Scheme at the Court Meeting not exceeding 10% of the total voting rights attached to all disinterested shares (as defined in Division 2 of Part 13 of the Companies Ordinance) of the Company.

As at the date of the Court Meeting, (i) the total number of Shares in issue was 2,316,164,338, all of which were disinterested shares (as defined in Division 2 of Part 13 of the Companies Ordinance) and (ii) the total number of Shares entitling the holders thereof to attend and vote at the Court Meeting was 2,316,164,338 Shares, representing 100% of the total number of Shares in issue.

There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the Scheme pursuant to Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting in respect of the Scheme at the Court Meeting nor did any person state any intention in the Scheme Document to vote against or to abstain from voting in respect of the Scheme at the Court Meeting.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineers for the poll at the Court Meeting.

(ii) Results of the General Meeting

The poll result in respect of the special resolution proposed at the General Meeting held immediately after the conclusion of the Court Meeting was as follows:

	Number of votes (Approx. %)	
	FOR	AGAINST
To approve the special resolution set out in the notice of the General Meeting	1,758,286,563 (99.757987%)	4,265,614 (0.242013%)
The special resolution set out in the notice of General Meeting was duly passed as a special resolution of the Company.		

At the date of the General Meeting, the total number of Shares in issue was 2,316,164,338, being the total number of Shares entitling the holders thereof to attend and vote at the General Meeting.

There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the special resolution at the General Meeting pursuant to Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on the special resolution at the General Meeting nor did any person state any intention in the Scheme Document to vote against or to abstain from voting on the special resolution at the General Meeting.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineers for the poll at the General Meeting.

3. RESUMPTION OF DEALINGS IN THE SHARES AND THE DEBT SECURITIES

At the request of the Company, trading in the Shares (stock code: 0001) and the debt securities (the “**Debt Securities**”) issued by the Company’s wholly-owned subsidiaries and guaranteed by the Company (stock codes: 4556, 4559 and 4595) on the Stock Exchange was halted from 9:00 a.m. on Wednesday, 25 February 2015 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the Shares and the Debt Securities with effect from 1:00 p.m. on Wednesday, 25 February 2015.

4. GENERAL

The Scheme (with or without modification) will become effective when it is sanctioned (and the proposed reduction of capital provided for in the Scheme is confirmed) by the Court and an office copy of the order of the Court sanctioning the Scheme, together with the minute and return that comply with subsections (2) and (3) of section 230 of the Companies Ordinance, respectively, are registered by the Companies Registrar. If the Scheme has not become effective by Tuesday, 30 June 2015 or such later date as the Court may allow, the Scheme will lapse and the Merger Proposal and the Spin-off Proposal will not proceed. Shareholders will be advised by an announcement whether the Scheme has become effective and of the exact date upon which the Scheme becomes effective.

Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should note that the Reorganisation Proposal is still subject to, among other things, compliance with applicable legal and regulatory requirements, including the sanction of the Scheme by the Court and approval of the Stock Exchange and/or other regulators. Accordingly, there is no certainty as to whether, and if so when, the Reorganisation Proposal will proceed and/or will become effective. Shareholders and holders of other securities of the Company, and potential investors in the securities of the Company, should exercise caution when dealing in the Shares or other securities of the Company.

By Order of the Board of
CHEUNG KONG (HOLDINGS) LIMITED
Eirene Yeung
Company Secretary

Hong Kong, 25 February 2015

As at the date of this announcement, the Directors (Note) are: Mr. Li Ka-shing (Chairman), Mr. Li Tzar Kuoi, Victor (Managing Director and Deputy Chairman), Mr. Kam Hing Lam (Deputy Managing Director), Mr. Ip Tak Chuen, Edmond (Deputy Managing Director), Mr. Chung Sun Keung, Davy, Ms. Pau Yee Wan, Ezra, Ms. Woo Chia Ching, Grace and Mr. Chiu Kwok Hung, Justin as executive Directors; Mr. Leung Siu Hon, Mr. Fok Kin Ning, Canning, Mr. Frank John Sixt, Mr. Chow Kun Chee, Roland, Mr. George Colin Magnus and Mr. Lee Yeh Kwong, Charles as non-executive Directors; and Mr. Kwok Tun-li, Stanley, Mr. Yeh Yuan Chang, Anthony, Mr. Simon Murray, Mr. Chow Nin Mow, Albert, Ms. Hung Siu-lin, Katherine, Dr. Wong Yick-ming, Rosanna (also alternate director to Mr. Simon Murray) and Mr. Cheong Ying Chew, Henry as independent non-executive Directors.

Note: Other than Chairman, Managing Director and Deputy Managing Directors, order by date of appointment, and in the case of Non-executive Directors (“NED”)/Independent Non-executive Directors (“INED”), order by date of appointment as NED/INED.