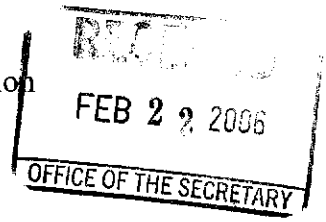
BY COURIER

中電控股
CLP Holdings

香港九龍亞皆老街一四七號
147 Argyle Street, Kowloon, Hong Kong
電話 Tel (852) 2678 8111
傳真 Fax (852) 2760 4448
網址 Website www.clpgroup.com

21 February 2006

Jonathan G. Katz, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-9303
U.S.A.



Dear Mr. Katz,

RE: Deregistration and Termination of Periodic Reporting by Foreign Private Issuers (File No. S7-12-05)

CLP Holdings Limited ("***CLP Holdings***") submits this letter in response to Release No. 34-53020 (the "***Release***") of the U.S. Securities Exchange Commission (the "***Commission***") requesting comments on the proposed amendments to the deregistration of securities and the duty to file reports for foreign private issuers under the U.S. Securities Exchange Act of 1934 (the "***Exchange Act***").

We welcome the proposals and greatly appreciate the Commission's efforts to address the difficulties foreign private issuers face in deregistering their securities and terminating their reporting obligations in the United States. We offer the following comments with a view to refining certain elements of the proposals.

By way of background, CLP Holdings is a Hong Kong corporation and is one of the largest investor-owned electric power companies in Asia. The primary trading market for its securities is the Stock Market of Hong Kong. Its shares also are traded over-the-counter ("***OTC***") in the United States in the form of American Depositary Shares evidenced by American Depositary Receipts ("***ADRs***").

I. PROPOSED RULE 12H-6(A)(4)(I)(A)

Proposed Rule 12h-6(a)(4)(i)(A) provides that a well-known seasoned issuer may deregister its equity securities under Section 12(g) of the Exchange Act or terminate its reporting obligations under Section 15(d) of the Exchange Act if, among other things, the average daily trading volume ("***ADTV***") of the subject class of securities during a recent 12 month period has been no greater than 5% of the ADTV in the issuer's primary trading market during the same period, and U.S. residents held no more than 10% of the outstanding securities.

We suggest that the ADTV threshold should be increased to 10% from 5%, in the case of issuers such as CLP Holdings whose securities have been traded only OTC in the United States in the 12 months prior to deregistration. In this situation, liquidity remains concentrated in the issuer's home market and U.S. trading is incidental. Indeed, a foreign private issuer may accumulate exposure to the OTC market in the United States without taking active steps to promote trading, for example by means of an unsponsored ADR program.

Furthermore, our experience has been that trading in the OTC market is largely limited to institutional, and not retail investors. Those investors are likely to trade larger volumes of securities than do retail investors. They also typically benefit from research and other sources of information about an issuer, and are less dependent than retail investors on an issuer's formal filings.

It seems to us that an issuer that is not maintaining a listing on a U.S. exchange or a quotation on Nasdaq should not be viewed as actively promoting U.S. trading as an alternative to home market trading. We accordingly believe it should have the benefit of a somewhat higher ADTV threshold for deregistration than should apply in the case of issuers that are maintaining a U.S. listing or quotation.

II. PROPOSED RULE 12H-6(A)(6)

Proposed Rule 12h-6(a)(6) provides that if a foreign private issuer does not meet the requirements of Proposed Rule 12h-6(a)(4) or (5) it may nevertheless deregister and terminate its Exchange Act reporting obligation if a class of equity securities is either held of record by less than 300 persons on a worldwide basis, or less than 300 persons resident in the United States.

We believe the threshold of Proposed Rule 12h-6(a)(6) should be increased to 1,000 U.S. residents from 300. We share the concerns expressed by other commentators that a threshold of 300 U.S. residents for registration is simply too low in view of today's internationalized capital markets, and believe a figure of 1,000 would more accurately measure whether a company has a significant level of U.S. share ownership.

III. EXCLUSION OF QUALIFIED INSTITUTIONAL BUYERS

Proposed Rule 12h-6 does not differentiate between types of U.S. investors for counting purposes. We believe that it would be appropriate to treat sophisticated institutional investors and other investors differently in this context. This would be consistent, for example, with Rule 144A under the U.S. Securities Act of 1933, as amended.

In particular, we believe that qualified institutional buyers ("***QIBs***") as defined in Rule 144A have both the resources and the expertise to assess foreign private issuers in those issuers' respective home markets, where they are and will remain subject to local regulation and reporting requirements. Because these investors do not seem to require the same degree of protection as non-institutional investors, we therefore propose that QIBs be excluded when calculating the number of U.S. residents for all purposes under Proposed Rule 12h-6.

.../3

IV. CONCLUSION AND CONTACTS

CLP Holdings appreciates the opportunity to comment on the proposals contained in the Release. We are available to discuss with the Commission or its Staff any of our questions or further clarification on our suggestions contained in this letter. Please direct all enquiries to Mrs. April Chan, the Company Secretary, at (852) 26788510 or through email at aprchan@clp.com.hk.

Respectfully submitted,

Peter P. W. Tse
Group Executive Director & Chief Financial Officer
CLP Holdings Limited

c.c. Hon. Christopher Cox, Chairman
Hon. Cynthia A. Glassman, Commissioner
Hon. Paul S. Atkins, Commissioner
Hon. Roel C. Campos, Commissioner
Hon. Annette L. Nazereth, Commissioner
Brian G. Cartwright, General Counsel
John W. White, Director, Division of Corporation Finance
Paul M. Dudek, Chief, Office of International Corporate Finance