

Date:

To: Chief Executive Officer, CLP Holdings  
Chief Financial Officer, CLP Holdings

## **General Representation Letter**

### **Code of Conduct**

1. [I have read and am familiar with and understand the Code of Conduct (the “Code”), in particular, the sections on “Ethics and Business Integrity”, “Avoiding Conflicts of Interest”, “No Bribery”, “Moderation in Gifts and Entertainment” and “Compliance with the Code and Obligation to Report”.

I have complied and have taken all reasonable steps to ensure that my subordinates are familiarised and comply, in every aspect with the Code of Conduct.

During the Period, I confirm that:

- I have not taken any action that would violate “Ethics and Business Integrity” in the Code.
- Neither I nor, to the best of my knowledge, any of my immediate family members, other relatives or close personal friends, has any or has had any interests or has taken any action which would violate “Avoiding Conflicts of Interest” in the Code.
- I have not taken any action that would violate “No Bribery” in the Code.
- I have not taken any action that would violate “Moderation in Gifts and Entertainment” in the Code.
- I am not aware of any business practice which has violated the Code of Conduct, or is currently in violation of the Code, which has not been documented and reported to an appropriate level of management and Group Internal Audit.]

**OR**

[I have read and am familiar with and understand the Code of Conduct (the “Code”), in particular, the sections on “Ethics and Business Integrity”, “Avoiding Conflicts of Interest”, “No Bribery”, “Moderation in Gifts and Entertainment” and “Compliance with the Code and Obligations to Report”.

During the period, there has been potential or actual violation to the Code of Conduct within my area of responsibility. Management of my Area of Responsibility have reviewed all known actual and potential violations of the Code of Conduct that have arisen within the Area of Responsibility and have addressed and outlined any necessary remedial action to the employee. All relevant documents relating to such incidents have been retained by my Area of Responsibility.]

### **Code of Securities Transactions**

2. I have complied and have taken all reasonable steps to ensure that my subordinates are familiarised and comply, in every aspect with the Code for Securities Transactions, if applicable.

I am not aware of any case which has violated the Code of Securities Transactions, or is currently in violation and which has not been documented and reported to an appropriate level of management and Group Internal Audit.

### **Risk Assessment**

3. I recognise that my duties include responsibility for my Area of Responsibility's risk management, including identification, evaluation, communication, and management of significant risks on an ongoing basis. I have assessed and documented, where appropriate, the changes since the last review in the nature and extent of significant risks, and the Area of Responsibility's ability to respond to changes in its business and the external environment.

I have assessed and documented, where appropriate, the effectiveness of the risk management system for my Area of Responsibility and am satisfied that it is adequate and is operating efficiently and effectively.

### **Internal Control**

4. I recognise that my duties include responsibility for my Area of Responsibility's system of internal control, including controls related to the prevention, detection, management, and communication of significant risks. I have assessed and documented, where appropriate, the effectiveness of the system of internal control in managing these risks and am satisfied that it is adequate and is operating efficiently and effectively.

The control self assessment for my Area of Responsibility has been adequately performed, and there have been no significant issues in the design or operation of internal control which are reasonably likely to adversely affect my Area of Responsibility.

**and**

[I have adequately disclosed to my management and in this representation process, all significant issues in the design and operation of internal controls within my Area of responsibility.]

**and**

[Control concerns identified by internal or external auditors have been promptly acted upon or, if not accepted, have been documented and communicated to the auditors.]

## **Fraud – Reporting of Fraud**

5. I recognise that my duties include responsibility for my Area of Responsibility's controls related to the prevention, identification and detection of fraud.

I have assessed and documented, where appropriate, the effectiveness of such controls related to fraud and am satisfied that it is adequate and is operating efficiently and effectively.

I have complied with the Group's Anti-Fraud Policy and effectively communicated the Group's Anti-Fraud Policy/procedures to all levels of employees and the relevant external parties (where applicable) and monitored the effectiveness of its controls to mitigate fraud risk and rectified any deficiencies identified.

**and**

[Based on my fraud risk assessment during the Period, there have been no fraud within my Area of Responsibility or I have disclosed to my management any fraud, whether or not material, that involves management or other employees of my Area of Responsibility.]

I have complied with the Group's Anti-Fraud Policy and conducted a periodic and systematic fraud risk assessments and implemented controls to mitigate fraud risks identified.]

## **Financial Information and Accounting Records**

6. [Based on my knowledge, the financial statements, and other financial information associated with my Area of Responsibility, fairly present in all material respects the financial condition, results of operations and cash flows of the Area of Responsibility as of, and for, the Period. "Fairly present" in the context of this paragraph is not limited to the financial information having been presented in accordance with generally accepted accounting principles. Rather, it encompasses the selection of appropriate accounting policies, disclosure of financial information that is informative and reasonably reflects the underlying transactions and events and the inclusion of any additional disclosure necessary to provide investors with a materially accurate and complete picture of my Area of Responsibility's financial condition, results of operations and cash flows.]

[Based on my evaluations of internal control over financial reporting during the period, for my Area of Responsibility, there have been (a) no significant deficiencies in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the ability to record, process, summarise and report financial information within my Area of Responsibility; (b) no fraud, whether or not material, that involves management or other employees, who have a significant role in the internal control over financial reporting within my Area of Responsibility.]