

CLP HOLDINGS LIMITED

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A. Functions

The objectives of the CLP Group Sustainability Committee (**Committee**) are to oversee management and advise the Board on matters required to enable the Group:

- (a) to operate on a sustainable basis for the benefit of current and future generations;
- (b) to achieve sustainable growth having regard to the Group's impact on its value chain;
- (c) to effectively manage the CLP Group's sustainability-related risks and opportunities; and
- (d) to disclose and communicate the Group's sustainability progress and objectives in a meaningful way with due regard to the stakeholders' expectations and in compliance with applicable rules and regulations.

B. Authority and resourcing

The Committee is authorised by the Board, at CLP's expense, to investigate all matters that fall within these Terms of Reference.

The Committee may employ, instruct, appoint or retain, at CLP's expense, any professional advisor as it considers necessary and appropriate in connection with its purposes and secure the attendance of those advisors at Committee meetings as appropriate.

The Committee will have available to it sufficient resources, as determined by the Committee, to run effectively, including to:

- engage and remunerate professional advisors to assist the Committee to carry out its work; and
- pay any expenses of the Committee that are necessary or appropriate to assist it in carrying out its work under these Terms of Reference.

C. Responsibilities

The Committee has the following responsibilities in support of the fulfilment of the objectives.

1. To review, endorse and report to the Board on CLP's sustainability-related strategy and to oversee the implementation of said strategy at CLP Group.
2. To review and evaluate the adequacy and effectiveness of the CLP Group-level frameworks insofar as they relate to sustainability matters including:

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- (a) CLP's Value Framework;
 - (b) CLP's Climate Vision 2050;
 - (c) CLP Group Health, Safety and Environment (HSE) Policy;
 - (d) CLP's Group Labour Standards;
 - (e) CLP's Group Procurement Standard;
 - (f) CLP's Supplier Code of Conduct;
 - (g) CLP Group Community Initiatives, Sponsorship and Donation Policy; and
 - (h) any other sustainability-related CLP framework, guideline, policy, or standard as updated from time to time by the Company management.
3. To review and report to the relevant Board committees (as appropriate) on:
- (a) key international, regional and/or local trends in legislation, regulation, litigation and public debate, as well as changes in applicable laws, regulations and policies set forth by governments and other regulatory bodies, as regards sustainability that are considered material to CLP's business;
 - (b) the standards set and the performance of CLP in sustainability matters, relative to comparable utilities or other benchmarked companies, including on a regional and global basis;
 - (c) the relevance of sustainability indices and ratings, the performance of CLP in sustainability matters relative to the requirements of those indices and ratings, and the desirability of CLP's inclusion in those indices and ratings; and
 - (d) sustainability risks and opportunities that the Committee considers material to CLP's business.
4. To review and evaluate the organisation's long-term corporate strategy through the perspectives of the Group's sustainability risks and opportunities, goals, targets, priorities and performance; and to put forward such strategy to the Board and other Board Committees as applicable, from time to time.

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5. To oversee, review and evaluate:
 - (a) actions taken by CLP in furtherance of CLP's sustainability goals and priorities;
 - (b) CLP Group's performance against the metrics determined in C.7.(a) below; and
 - (c) the impact of the CLP Group's activities on its stakeholders, including investors, customers, employees, and the communities in which CLP has operations, the reputation of CLP and in general on CLP's social licence to operate.
6. To recommend strategies for improvements in CLP's sustainability performance.
7. To review and advise the Board on CLP's public reporting as regards its performance on sustainability matters, including, without limitation:
 - (a) determining the appropriate international, national or local standard (if any) on sustainability that CLP will monitor and report to on a regular basis;
 - (b) integrating material disclosures of CLP's sustainability-related risks and opportunities in the Annual Report;
 - (c) reviewing and recommending to the Board for approval of the sustainability-related disclosures in the Annual Report and the Sustainability Report (or such other report as it may be called from time to time), making recommendations on specific actions or decisions the Board should consider in order to maintain integrity of such reports; and
 - (d) incorporating a Sustainability Committee Report on its work updates for inclusion in the Annual Report.

Note: Assurance of the accuracy of metrics and reporting is the responsibility of the Audit & Risk Committee.
8. To monitor compliance with any applicable laws and regulations of the jurisdictions in which CLP operates as regards sustainability-related disclosures.
9. To oversee CLP's community, charitable and environmental partnerships, strategies and related Group-level policies and make recommendations to the Board on any changes to those partnerships, strategies and policies.
10. To perform such further functions related or incidental to the foregoing which the Committee deems appropriate.

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11. To report to the Board and management (as appropriate) on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

D. Reporting

The Sustainability Committee reports to the Board.

The following committee(s) report(s) to the Sustainability Committee:

- Sustainability Executive Committee; and
- any other committee that is established to address a sustainability matter.

E. Membership of the Committee

The Committee shall be comprised of at least 5 members, being Non-executive Directors (with at least 3 Independent Non-executive Directors).

The Chairman of the Committee shall be an Independent Non-executive Director.

The Board may from time to time appoint additional members to the Committee from among the Directors and such other persons the Board considers to be of relevant experience and expertise.

The Committee may invite any executive(s) to attend any meeting(s) of the Committee as it may from time to time consider necessary or desirable to assist the Committee in the attainment of its objective.

Members

(as from 1 January 2024)

1.	Mr. Chunyuan Gu, Independent Non-executive Director	Chairman
2.	Mr. Nicholas Charles Allen, Independent Non-executive Director	Member
3.	Ms. May Siew Boi Tan, Independent Non-executive Director	Member
4.	Ms. Christina Gaw, Independent Non-executive Director	Member
5.	Mr. Chan Bernard Charnwut, Independent Non-executive Director	Member
6.	Mr. Andrew Clifford Winawer Brandler, Non-executive Director	Member
7.	Mr. Philip Lawrence Kadoorie, Non-executive Director	Member

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F. Meetings and meeting procedures

Meetings of the Committee are to be held as frequently as required but not less than three times a year. Any Committee member may call a meeting of the Committee. The meetings and proceedings of the Committee are governed by the provisions contained in the Company's Articles of Association and the CLP Code on Corporate Governance for regulating the meetings and proceedings of Directors.

Minutes of each meeting shall be prepared by the Secretary, who shall be Company Secretary, CLP Holdings (or their designate). The Secretary shall prepare and distribute the minutes of Committee meetings to all members of the Committee for approval. The Secretary shall ensure that the minutes of the meetings are signed by the Chairperson at the next Committee meeting following their approval. A summary of the minutes shall be submitted to the Board and a copy of the minutes shall be made available upon request to members of the Board.

G. Review of Terms of Reference

These Terms of Reference shall be reviewed by the Committee periodically and the Committee shall recommend to the Board any necessary changes.