REVIEW OF THE FEES PAYABLE TO

NON-EXECUTIVE DIRECTORS OF CLP HOLDINGS LIMITED

25 February 2019

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Executive Summary

I. CLP Code on Corporate Governance issued on 28 February 2005 and most recently updated in January 2019 (the CLP Code) provides that Non-executive Directors (NEDs) of CLP Holdings Limited (CLP Holdings) are paid fees in line with market practice based on a formal independent review undertaken no less frequently than every three years. The previous such reviews took place in 2004, 2007, 2010, 2013 and 2016, and, therefore, in 2019, a review (2019 Review) was due of the level of fees to be paid to NEDs for the three years commencing on the day following the 2019 Annual General Meeting (2019 AGM).

II. The CLP Code explained the methodology which is used by CLP Holdings in calculating NEDs' remuneration. In this regard, no distinction is made between those NEDs who are categorised as independent and those who are not. Based on this methodology, the level of fees for the NEDs is recommended by the management, considered and endorsed by the Human Resources & Remuneration Committee and then submitted to the Shareholders for approval, in this case, at the 2019 AGM. This Review, prepared by management, constitutes the first stage in this process.

III. The methodology used for determining the remuneration of CLP Holdings' NEDs rests primarily upon a calculation of the workload of NEDs arising from their duties on the Board and on Board Committees, measured in terms of the hours spent on those duties. An hourly rate is then applied, based on the typical hourly rate of fees charged to the Company by senior professional advisors. The resulting determination of the level of fees is then benchmarked against the fees paid to NEDs serving on other leading Hong Kong listed companies and with major utility companies listed in Hong Kong, the U.K., Australia and New Zealand, in order to ensure that CLP's methodology does not lead to a result which might be considered as unreasonable or out of line with market practice.

IV. The established methodology has been used in this Review in all material respects, with the results then being benchmarked as stated above. The 2019 Review revealed that the overall time spent by NEDs in performing their duties on the Board and Board Committees during the period from 2016 to 2018 was broadly higher than the last review period (from 2007 to 2015) (2016 Review). However, having regard to the possible year-to-year fluctuations in the time spent by NEDs (based on the data CLP has collected since 2004), it has been recommended to maintain the approach of the 2016 Review by taking an average time spent by Non-executive Directors over a longer duration of three review periods (i.e. 9 years), rather than over the three years immediately preceding the review, in order to smooth out the effect of short-term fluctuations in workload.

V. Research has also indicated that there has been an increase in the hourly rate of fees charged by the Company's senior professional advisors over the period since 2016 from HK$5,000 to HK$5,400 for 2019. The proposed increase in

hourly rate is also broadly comparable with increases in Hong Kong's Consumer Price Index (CPI) over the past 3 years.

VI. The result of the application of CLP's methodology, including the benchmarking exercise, has led management to propose a justifiable and measurable increase in the remuneration of CLP Holdings' NEDs, as set out in paragraph 44 of this Review. This is in line with an ongoing increase in the workload shouldered by the Board and Board Committees in recent years, albeit now measured over a longer duration of the nine years, i.e. three review periods. It should also be noted that the proposal is conservative having regard to a trend of increasing workload. Similarly, the benchmarking against NED remuneration paid by leading listed companies in Hong Kong and selected utility companies listed in Hong Kong, the U.K., Australia and New Zealand is based on the current level of such remuneration (as disclosed by publicly available information as at 31 July 2018) and does not take into account any projected or likely increase in those fees over future years.

VII. In line with the terms of the CLP Code, which provides for an independent review of the proposed level of NEDs' fees, J.S. Gale & Co have considered this Review, including relevant supporting information, and provided an opinion (Appendix A) to the effect that the methodology adopted by CLP is reasonable and appropriate, has been fairly and consistently applied in all material respects and that the resulting proposed level of fees is reasonable and appropriate having regard to current corporate governance practices in Hong Kong and the U.K.

VIII. Further to CLP's commitment to the adoption of a transparent methodology for determining NEDs' remuneration, this Review (incorporating any amendments requested by the Human Resources & Remuneration Committee) will be placed on CLP's website.

Introduction

1. This Review considers the level of fees presently paid to the NEDs of CLP Holdings and proposes changes to the level of those fees, to reflect the increased workload of NEDs, having regard to the growing complexity of the businesses of the CLP Group and heightened regulatory and compliance requirements.

2. It is envisaged that, following consideration and endorsement by the Human Resources & Remuneration Committee and approval by the Board of CLP Holdings, the proposed changes in fees will be noted by the Board and put to Shareholders for approval at the next AGM, presently scheduled for 6 May 2019. It is also envisaged that, subject to that approval, the revised fees will take effect as from the day following the AGM.

General Principles

3. The U.K. has served as a major point of reference for Hong Kong's company law and securities regulation, including developments in corporate governance practices. The Report of the Committee on the Financial Aspects of Corporate Governance of 1 December 1992 (the Cadbury Report) noted that the calibre of the non-executive members of the Board was of special importance in setting and maintaining standards of corporate governance [1]. The Report also noted that, on fees, there was a balance to be struck between recognising the value of the contribution made by NEDs and not undermining their independence. The demands which were being made on conscientious NEDs were significant and their fees should reflect the time which they devoted to the company's affairs. The Cadbury Report concluded that there was a case for paying for additional responsibilities taken on, for example, by chairmen of board committees. However, in order to safeguard their independent position, the Cadbury Report regarded it as good practice for NEDs not to participate in share option schemes and for their service as NEDs not to be pensionable by the company [2].

4. The Final Report of the Committee on Corporate Governance of January 1998 (the Hampel Report) agreed with the Cadbury Report's recommendation that NEDs should not participate in share option schemes in case their independence was undesirably compromised. The UK Financial Reporting Council's "The UK Corporate Governance Code" last published in July 2018 (2018 UK Code) provided that "levels of remuneration for the chair and non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for all non-executive directors should not include share options or other performance-related elements" [3].

5. The "Review of the role and effectiveness of non-executive directors" published in January 2003 (the Higgs Report) gave particular attention to matters relating

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[1] Cadbury Report (1992) para. 4.10
[2] Cadbury Report (1992) para. 4.13
[3] UK Corporate Governance Code (2018) para. 34

to NEDs, including their remuneration. The Report noted that the remuneration of an NED should be sufficient to attract and fairly compensate high quality individuals and that it might comprise an annual fee, a meeting attendance fee, and an additional fee for the chairmanship of committees. The Higgs Report considered that NEDs should have the opportunity to take part of their remuneration in the form of shares [3]. More specifically, the Higgs Report considered that [4]: -

- Remuneration for directors needs to be sufficient to attract and retain high calibre candidates but no more than is necessary for this purpose.

- The level of remuneration appropriate for any particular NED role should reflect the likely workload, the scale and complexity of the business and the responsibility involved.

- In practice, it might be helpful in assessing remuneration for NEDs to use as a benchmark the daily remuneration of a senior representative of the company's professional advisors.

- The risk of high levels of remuneration prejudicing independence of thought was real and should be avoided.

- Where an NED has extra responsibilities (such as membership or chairmanship of board committees), the total remuneration should reflect these.

- NEDs' fees should be more clearly built up from an annual fee, meeting attendance fees (including board committee meetings) and an additional fee for the chairmanship of committees.

- Additional reasonable expenses should be paid to NEDs to cover related costs incurred (such as travel and administrative costs).

The Cadbury Report's recognition of the time devoted by NEDs and, subsequently, the Higgs Report's recognition of the likely workload and the responsibility assumed by NEDs, continue to be reflected in the 2018 UK Code. The 2018 UK Code applies to accounting periods from 1 January 2019 and, as noted above, states that "levels of remuneration for the chair and all non-executive directors should reflect the time commitment and responsibilities of the role".

6. In Hong Kong, Corporate Governance Code and Corporate Governance Report, Appendix 14 to the Listing Rules, includes the principle that an issuer should disclose information relating to its directors' remuneration policy and other remuneration related matters and that the procedure for setting policy on

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[3] Higgs Report (2003) p. 8

[4] Higgs Report (2003) p. 56 para. 12.24 and p.57 para. 12.25

executive directors' remuneration and all directors' remuneration packages should be formal and transparent. Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but companies should avoid paying more than is necessary for this purpose. No director should be involved in deciding his own remuneration [5]. The Listing Rules note that an independent NED must not be financially dependent upon the issuer [6].

CLP's Approach

7. CLP has paid close regard to the principles, policies and standards of good corporate governance in the area of NEDs' remuneration, as expressed in the U.K. and Hong Kong sources referred to in the preceding paragraphs.

8. The main principles of CLP's own remuneration policies are that:-

   (a) no individual or any of his or her close associates should determine his or her own remuneration;

   (b) remuneration should be broadly aligned with companies with whom CLP competes for human resources; and

   (c) remuneration should reflect performance, complexity and responsibility with a view to attracting, motivating and retaining high performing individuals and promoting the enhancement of the value of the Company to its shareholders.

9. These principles are set out in the CLP Code [7]. They are applied to the remuneration of the NEDs, with such modification or refinement as is necessary or appropriate to reflect the status and characteristics of NEDs (for example, the particular nature of their duties and that they are not employees of the Company).

10. The CLP Code provides that NEDs are paid fees in line with market practice based on a formal independent review undertaken no less frequently than every three years [8]. Following that review, the level of fees of the NEDs would be recommended by the management, reviewed by the Human Resources & Remuneration Committee (after considering the independent review) and then submitted to the Shareholders for approval [9].

11. Based on that methodology, the fees presently payable to CLP's NEDs are as set out in Appendix B. These fees were approved by CLP's shareholders at the AGM on 5 May 2016.

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[5] Principle B.1
[6] Listing Rules 3.13(8)
[7] CLP Code (2019) p. 34
[8] CLP Code (2019) p. 34
[9] CLP Code (2019) p. 35

12. Given the provision of the CLP Code that NEDs' fees will be reviewed no less frequently than every three years, and that the previous review took place in 2016, the NEDs' fees now fall for review, amendment and adjustment and, if appropriate, endorsement by the Human Resources & Remuneration Committee and approval by the Shareholders.

CLP's Methodology

13. The methodology adopted by CLP for proposing the level of NEDs' fees uses a model which determines the fees and other remuneration payable to NEDs by reference to two components: an hourly rate and the number of hours spent in the performance of their duties. In addition, NEDs are remunerated for chairing the Board and Board Committees and for service as Vice Chairman of the Board, in view of the additional role and responsibilities which these duties involve.

14. The hourly rate applied in CLP's methodology is a rounded average of the rates charged by partner level managers in firms providing professional services to CLP. The firms whose rates are applied for the purpose of this calculation are taken from professional services firms, accounting firms and corporate law firms. This reflects the fact that many of CLP's NEDs tend to have professional qualifications and past experience in the fields of accounting, law, and business administration. In this regard, the methodology is aligned with the view of the Higgs Report that the daily remuneration of a senior representative of the Company's professional advisors is a helpful benchmark in assessing NEDs' remuneration.

15. The number of hours spent by each of CLP's NEDs in the performance of their duties is estimated by reference to the different activities which they need to perform:-

- Hours for meetings - a major element of the workload of the NEDs consists of attendance at Board and Board Committee Meetings. The methodology includes the hours spent in such meetings as one of the components in determining the total workload of NEDs. In this regard, the minutes issued after each Board and Board Committee meeting record the duration of that meeting. CLP does not pay a separate attendance fee to each Director for each meeting of Board or Board Committee which he/she attends. This is because meeting attendance rates of our Directors are high, and all Directors read their papers even when they are unavailable to attend meetings. In such cases, Directors frequently give their comments on the meeting agenda in advance of any meeting which they are unavailable to attend.

- Hours for meeting preparation - in order to participate on an active and informed basis in deliberations at Board and Board Committee Meetings, NEDs are required to read pre-meeting documents, including agenda files and other documents related to the Meetings. For the purpose of its methodology, CLP has calculated the number of hours spent by the NEDs on meeting preparation by allowing two minutes for each A4 page of pre-

meeting documents (based on an average person's reading speed [10] of 200 words per minute i.e. two minutes for one A4 page - which contains about 400 words). CLP maintains records of the volume of pre-meeting documentation supplied to Directors in respect of the Board and Board Committees on which they serve.

- Hours for reading Board Circulars - in addition to reading pre-meeting documents, NEDs are expected to read Board Circulars, which are distributed to each of the NEDs periodically. Board Circulars include regulatory updates, amendments or additions to CLP policies, as well as briefings on matters relevant to the conduct of CLP's affairs, so as to keep NEDs properly informed of CLP's regulatory environment and operations. The number of hours spent by NEDs on reading Circulars is calculated in the same way as that for hours spent on meeting preparation (i.e. based on average reading speed). For this purpose, records are maintained of the volume of Board Circulars issued to NEDs in relation to the Board and the Board Committees on which they serve.

- Hours for attending the AGM - NEDs are expected to attend the AGM. The duration of the AGM is estimated to be approximately two hours, by reference to the duration of previous AGMs.

- Hours for travelling (locally) - it is estimated that one hour is required by each NED to travel to and from Board and Board Committee Meetings held in Hong Kong. Accordingly, the hours of traveling are calculated by multiplying a time of one hour by the number of Board and Board Committee Meetings that are expected to take place in each year. It should be noted that this one-hour travelling time assumption is conservative because CLP's Audit & Risk Committee meetings are mainly held in the Head Office located in Hunghom, which requires a considerably longer travelling time.

16. CLP's methodology further reflects the workload and responsibility assumed by individual NEDs by taking into account the total number of working hours incurred on serving on Board Committees. In this regard, the calculation of those hours is made using the same principles described above. In the past, an exception to this concerned service on the Nomination Committee and the Provident & Retirement Fund Committee. CLP considered that the workload of NEDs appointed to the Nomination Committee and Provident & Retirement Fund Committee was comparatively minimal. As a result, a nominal fee of HK$10,000 was previously adopted for those NEDs who serve on the Nomination Committee and the Provident & Retirement Fund Committee.

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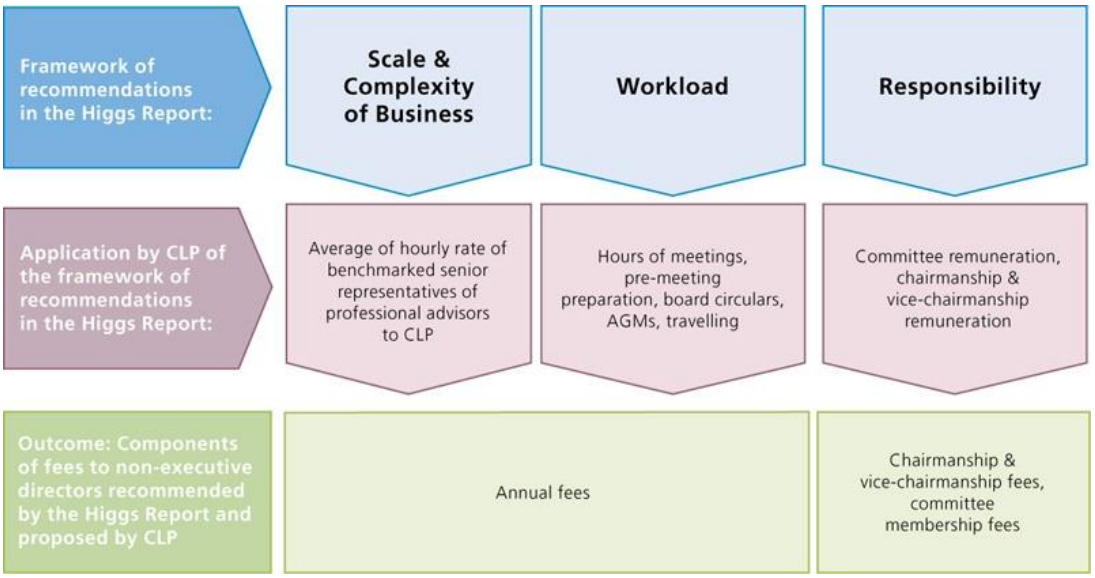
[10] According to Dr. Donald E. Wetmore of the Productivity Institute, 127 Jefferson Street, Stratford, CT 06615, U.S.A.

17. CLP has adopted the recommendation of the Higgs Report to the effect that an additional fee should be payable for the chairmanship of committees. In CLP's case, CLP has taken into account a survey of Directors' Remuneration conducted by New Bridge Street Consultants in July 2003, which concluded that fees for NEDs of an organisation were about 70% of the amounts payable to the chairman. On that basis, CLP has assumed an additional fee of approximately 40% for the chairmanship of the Board and Board Committees and 10% for the vice-chairmanship of the Board, above the fees payable to NEDs serving on the Board or corresponding Board Committees. CLP also considers the provision of uplifted fees for the chairmanship and vice-chairmanship of the Board is consistent with the principles of the 2018 UK Code which require levels of remuneration to reflect the time commitment and responsibilities of the role.

18. Having regard to the principle that levels of remuneration should be sufficient to attract and retain high calibre candidates needed to run a company successfully, but no more than is necessary for this purpose, CLP reviews the level of remuneration produced by the methodology described above, by benchmarking this against the fees paid to NEDs of other leading Hong Kong listed companies as well as fees paid to NEDs of utility companies listed in Hong Kong, the U.K., Australia and New Zealand.

19. CLP does not in any way assert that its methodology represents the only reasonable or appropriate approach to the determination of NEDs' fees. However, CLP considers that it is a methodology which is aligned with the recommendations of the Higgs Report, as the following table explains:-



Application of CLP's methodology

20. With regard to the proposed level of fees for NEDs of CLP to be applied during the period of approximately three years commencing on 7 May 2019 until the day of the AGM to be held in 2022, CLP considers that the methodology previously applied to the determination of such fees remains relevant, reasonable and appropriate, having regard to good corporate governance practices, including as formulated in the sources referred to in paragraphs 3 to 6 of this Review. The detailed application of the methodology is, nonetheless, subject to a number of adjustments and exceptions, set out in paragraphs 22 to 32, to reflect the increase in applicable hourly rates and other circumstances and considerations.

21. As with the previous review, consideration had been given to whether part of the NEDs' remuneration should be paid in shares or through a share option scheme. It was noted that both the Hampel Report [11] and the Higgs Report [12] recorded reservations about such an approach and furthermore, the 2018 UK Code stated that NEDs' remuneration should not include share options or other performance-related elements [13]. In the circumstances and having regard to the fact that the Company does not have, and has never had, a share option scheme, this Review does not propose to change the composition of NEDs' fees to include an element of payment in either shares or through share options.

Review Outcome for 2019

Working Hours

22. With regard to workload, the hours spent by NEDs in fulfilling their duties and responsibilities on the Board and on Board Committees (including hours of meetings, hours spent on preparation for meetings, reading of Board Circulars and travelling time for meetings) has been calculated as an average of the total number of hours spent by NEDs serving on the Board and Board Committees over a period of 9 years (the same as in the 2016 Review) in order to smooth out the effect of short-term fluctuations in workload. It should be noted that Directors also spend time participating in continuous professional development, as required under Appendix 14 of the Listing Rules, such as attending expert briefings/seminars, paying visits to local management and CLP's facilities in Hong Kong and abroad, and hosting shareholders' visits. Under this methodology time spent by Directors in these respects are not included in the calculation of Directors' workload. The following table sets out the total number of hours spent by Directors in serving on the Board and on Board Committees during each calendar year for the period from 2010 to 2018, together with the average of those hours over the 9-year period (2007 to 2015) used in the 2016 Review for comparison:-

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[11] Hampel Report (1998) para. 4.8

[12] Higgs Report (2003) para. 12.27

[13] 2018 UK Code para. 34

2019 Review – Workload

	Total Working Hours										
	2010	2011	2012	2013	2014	2015	2016	2017	2018	Average for 2007 to 2015 (the 2016 Review)	Average for 2010 to 2018 (the 2019 Review)
Board	82.33	99.97	118.23	129.47	128.87	112.30	120.07	104.34	111.20	104.54	111.86
Audit & Risk Committee (known as the Audit Committee until January 2018)	53.94	70.80	74.43	76.10	88.80	91.77	87.30	85.73	88.86	67.53	79.75
Finance & General Committee	57.53	65.37	67.43	66.67	57.37	54.03	54.07	47.87	45.47	61.71	57.31
Human Resources & Remuneration Committee	11.30	7.37	15.00	17.23	16.53	19.43	17.70	21.00	18.30	12.33	15.99
Provident & Retirement Fund Committee	7.83	9.14	6.94	6.63	6.47	8.80	6.10	6.47	5.93	7.66	7.15
Sustainability Committee	15.20	18.63	13.77	15.77	24.10	16.50	15.53	21.14	15.73	15.77	17.37
Nomination Committee	0.33	0.43	5.13	4.03	4.50	4.87	4.56	4.17	7.03	2.18	3.89

23. The following is a highlight of the key observations from the 2019 workload review over the past three-year period as against the 2016 Review:

- there has been a slight increase in the working hours of the Board and the Sustainability Committee;
- substantial increases were recorded in the working hours of the Audit & Risk Committee, the Human Resources & Remuneration Committee and the Nomination Committee;
- the working hours of the Finance & General Committee reduced; and
- there was a slight decrease in the working hours of the Provident & Retirement Fund Committee.

A detailed breakdown of the calculation of the hours allocated by Directors to service on the Board and Board Committees is attached as Appendix C.

Hourly Rate

24. For the purpose of determining the hourly rate to be applied and incorporated in the model for determining NEDs' fees for the period from 7 May 2019 until the AGM in 2022, it is proposed to apply an increase of HK$400 to the hourly rate of HK$5,000, which represents the average of the partner level rates (rounded to the nearest HK$100) currently charged to CLP by:-

- a professional services firm;
- three accounting firms (not including the Company's Auditor); and
- seventeen law firms providing corporate legal advice (J.S. Gale & Co excluded).

The hourly rate of HK$5,400 represents an increase of 8% from that applied in the calculation of NEDs' fees as determined in 2016 and currently paid. Given that this increase has been calculated over 3 years and is broadly comparable with increases in the CPI over that period, this increase is considered reasonable.

Proposed Level of Fees

25. On the basis of the average workload of NEDs over the period of 2010-2018, and applying an hourly rate of HK$5,400 (see paragraph 24 above), the indicative level of fees payable to individual NEDs as members of the Board and Board Committees would be as set out in the following table (which, for comparison purposes, also sets out the current level of such fees).

	Existing Fee for Members (from 6 May 2018 to AGM Date 2019) (HK$)	Average Working Hours for 2010 to 2018 (9 years)**	Indicative Fees (based on 9 years average) (at hourly rate: $5,400) (HK$)	Indicative Fees (rounding to HK$100) (HK$)	Percentage Change
Board	546,900	111.86	604,062	604,100	10.46%
Audit & Risk Committee	339,100	79.75	430,638	430,600	26.98%
Finance & General Committee	319,400	57.31	309,480	309,500	-3.10%
Human Resources & Remuneration Committee	63,100	15.99	86,322	86,300	36.77%
Provident & Retirement Fund Committee*	10,000	7.15	38,584	10,000	N/A
Sustainability Committee	79,000	17.37	93,822	93,800	18.73%
Nomination Committee	10,000	3.89	21,028	21,000	110%

Remark:
* A nominal fee of HK$10,000 has been maintained for this committee.
** Rounding to 2 decimal places.

26. The proposed fee increase for the Board of 10.46% is considered appropriate and broadly in line with increases paid to our Hong Kong based staff over the past 3 years. However, the methodology gives rise to some significant differences in the fee adjustments for the Board Committees which are considered in paragraphs 27 to 31.

27. The indicative fees show a slight reduction in fees for the Finance & General Committee. This is driven by the reduction in the working hours of this Committee over the period. This reduction can be attributed to the delivery of more succinct board papers and enhanced efficiency in the Committee's work. Looking ahead, it is anticipated that the transaction opportunities for the Group and, by extension the workload of the Finance & General Committee, may increase over the next few years. In these circumstances, it is considered appropriate to maintain the current fees for the Finance & General Committee unchanged.

28. With the growing demand on the work of the Nomination Committee including the continuous review of the composition, refreshment and independence of the Board, the monitoring of the nomination criteria and the ongoing application of the Board Diversity Policy pursuant to the Corporate Governance Code and Corporate Governance Report (Appendix 14 of the Listing Rules), it is proposed that the nominal fee now be discarded and the

fees for the Nomination Committee should be determined by the application of our standard review methodology. This would result in a modest absolute increase from HK$10,000 to HK$21,000.

29. The review methodology results in substantial increases in the proposed fees of the Human Resources & Remuneration Committee and the Audit & Risk Committee. Management considers that these increases are justified because of the increasing demands on these committees in recent years. For the Audit & Risk Committee, in terms of the work done in relation to the increased level of compliance requirements and on risk management in light of the evolving nature of the risks such as climate change and extreme weather events, and cyber security; and for the Human Resources & Remuneration Committee, in terms of succession planning (both in the ordinary course and in anticipation of a concentrated level of upcoming retirements in the Hong Kong business) and organisational related changes and demands such as innovation and technology.

30. The total time spent by members of the Provident & Retirement Fund Committee since the 2016 Review continued to be comparable to past years and therefore Management considers that there is no reason at this stage to depart from the nominal fee which is currently payable in respect of that Committee.

31. As with the reviews undertaken in 2013 and 2016, it is recommended to spread the proposed increase over a period of three years from 2019 to 2021, as opposed to a single sharp increase in the first year.

32. Accordingly, the revised level of remuneration payable to the NEDs of CLP Holdings for 2019 to 2021 as set out in paragraph 44 is proposed for approval by shareholders at the forthcoming Annual General Meeting to be held on 6 May 2019.

33. It should be noted that the proposed level of fees is based on the average workload of Directors over the 9 years from 2010 to 2018. It does not assume, or take into account, any continuing increase in the workload of Directors in the three years following 7 May 2019, during which any revised level of fees will take effect (save in respect of the Finance & General Committee as discussed in paragraph 27 above).

Benchmarking

34. As mentioned above, CLP benchmarks the level of fees resulting from the calculation made in accordance with its methodology, against the remuneration paid to NEDs of leading listed companies in Hong Kong and selected utility companies listed in Hong Kong, the U.K., Australia and New Zealand. The objective is to ensure that the fees resulting from CLP's methodology are not significantly out of line with the fees paid by such other companies.

35. The table below (the information in which is based on publicly available information as at 31 July 2018) sets out the highest, lowest and average fees (excluding share options and excluding those who had received zero remuneration) for NEDs serving on the boards of:

- the companies listed on the Main Board which are constituent stocks of the HSI (excluding CLP Holdings);

- the 34 companies listed on the Hang Seng HK 35 Index (excluding CLP Holdings) which comprises the 35 largest companies listed in Hong Kong market which derive the majority of their sales revenue (or profits or assets if more relevant) from areas outside Mainland China;

- the 30 largest companies by capitalisation listed on the Main Board of the Hong Kong Stock Exchange (which is one of the principle reference sources in this review because CLP was ranked the 33rd largest by market capitalisation as at 31 December 2018) (34th as of 31 July 2018); and

- 15 major utility companies listed in Hong Kong, the U.K., Australia and New Zealand (in each case, the fees, originally expressed in Pounds Sterling, New Zealand Dollar, Renminbi and Australian Dollar have been translated into Hong Kong Dollars at an exchange rate of £1 = HK$10.33, NZD1 = HK$5.35, RMB1 = HK$1.15 and AUD1 = HK$5.82 respectively, which were the exchange rates as of 31 July 2018).

A list of the companies so benchmarked is set out in Appendix D. The average fees are calculated by dividing the total amount of full-year remuneration paid to all the NEDs (excluding share options and excluding those who had received zero remuneration) of the sample companies by the number of NEDs. For comparison purposes, the table also includes the current level of CLP NEDs' fees and the level of fees which would result from the application of the calculation based on the workload, hourly rate and exceptions described in paragraphs 22 to 32 above and after spreading the increase over a period of three years from 2019 to 2021.

On individual basis	Highest Fee (HK$)	Lowest Fee (HK$)	Average Fee (HK$)
Average for the 49 HSI Constituent Stocks (excluding CLP Holdings)*	1,121,996	417,455	603,601
Average for the 34 companies listed on the Hang Seng HK 35 Index (excluding CLP Holdings)*	1,450,411	488,032	739,105
Average for the 30 largest (by capitalisation) listed companies* in Hong Kong	1,041,607	500,123	666,800
Average for the 15 major utility companies listed in Hong Kong, the U.K., Australia and New Zealand*	2,723,417	723,729	1,177,082
CLP Holdings Limited - current level of fees**	1,406,500	546,900	918,992
CLP Holdings Limited - based on proposed fees for financial year 2019**	1,502,500	574,500	969,415
CLP Holdings Limited - based on proposed fees for financial year 2020**	1,608,700	603,600	1,024,592
CLP Holdings Limited - based on proposed fees for financial year 2021**	1,726,400	634,100	1,084,962

* Based on latest published annual reports of the respective companies (as at 31 July 2018)

** Based on membership/chairmanship of the Board and Board Committees as at 31 December 2018

36. The table set out in paragraph 35 indicates that the average fee currently paid to CLP's NEDs (HK$918,992) is:-

- considerably higher than the average paid to the NEDs of the 49 HSI Constituent companies (HK$603,601);
- somewhat higher than the average paid to the NEDs of the 34 companies listed on the Hang Seng HK 35 Index (HK$739,105);
- considerably higher than the average paid to the NEDs of the 30 largest companies by capitalisation listed on the Main Board of the Hong Kong Stock Exchange (HK$666,800); and
- considerably lower than the average paid to utility companies listed in Hong Kong, the U.K., Australia and New Zealand (HK$1,177,082).

37. If the fees of CLP's NEDs are adjusted according to CLP's methodology and with the exceptions as discussed above, the average fee <u>to be paid</u> during the years 2019 (HK$969,415), 2020 (HK$1,024,592) and 2021 (HK$1,084,962) would be:

- considerably higher than the average of the fees paid to the NEDs of the 49 HSI Constituent companies;
- considerably higher than the 34 companies listed on the Hang Seng HK 35 Index;
- considerably higher than the average paid to the NEDs of the 30 largest companies by capitalisation listed on the Main Board of the Hong Kong Stock Exchange; but
- still lower than the average paid to the selected utility companies listed in Hong Kong, the U.K., Australia and New Zealand.

38. However, it is noted that the average fee currently paid to CLP's NEDs (HK$918,992) or proposed to be paid during the years 2019 (HK$969,415), 2020 (HK$1,024,592) and 2021 (HK$1,084,962) would be lower than the average of the highest fees of the comparable groups, except in 2021 when it would be slightly higher than one benchmarking group - the 30 largest (by capitalisation) listed companies in Hong Kong (HK$1,041,607).

39. It should be noted that the information on the NEDs' fees used in the table set out in paragraph 35 has been obtained from publicly available sources as at 31 July 2018 (the latest practicable date for us to obtain, collate and analyse this information for the purposes of this Review). This information relates to the level of fees previously paid to NEDs and may not necessarily reflect fees applied as at the date of this Review, such as adjusted in the months following the publication of that information. It should also be noted that these fees will not reflect the level of fees payable or envisaged to be payable by such companies during the coming three years through to 2022.

40. The proposal to amend the level of the NEDs' fees is part-way through a financial year, commencing on 7 May 2019 (the day after the 2019 AGM). The per annum level of fees will be applied through the payment year such that the fees will be

payable from 7 May to 6 May in the next year (or, in the case of 2022, to the date of the 2022 AGM). Therefore, when these fees are applied to CLP's financial year, the fees payable from 1 January to 6 May will be lower than the fees payable from 7 May to 31 December. For the purposes of the benchmarking exercise, the fees anticipated to be payable (based on the current composition of the Board and the Board Committees) in each of CLP's financial years for 2019, 2020 and 2021 have been used. This is because CLP (and the companies in the benchmarking exercise) report their NEDs' remuneration in respect of financial years.

41. There are significant variations in the level of fees paid to NEDs within all of the indices benchmarked, and direct comparison with CLP is difficult due to differing structures of boards and board committees, differing allocations of fees for service on boards or board committees, as well as lack of uniformity in the detail and breakdown of the information provided by individual companies. However, taken as a whole, the above table does not indicate that the application of CLP's methodology for determining the level of NEDs' fees to take effect for the three years commencing from 7 May 2019 would lead to a level of fees which would be unreasonable, particularly when compared to other international listed utility companies.

42. To ensure an element of external verification of CLP's methodology and of the resulting level of NEDs' fees proposed to be payable with effect from 7 May 2019, J.S. Gale & Co have considered this Review, and have been given access to the supporting information used in its preparation. Whilst the choice of this methodology, its implementation and submission of the resulting recommended NED fees to CLP's Shareholders is a matter for CLP management, the Human Resources & Remuneration Committee and the Board; and the approval of NEDs' fees is a matter for shareholders' judgement. J.S. Gale & Co have provided an opinion, included in Appendix A, to the effect that the methodology is reasonable and appropriate, has been fairly and consistently applied in all material respects and that the resulting level of fees is reasonable and appropriate having regard to current corporate governance practices in Hong Kong and the U.K.

43. In line with CLP's commitment, expressed in the CLP Code, to the adoption of a transparent methodology for determining NEDs' remuneration, this Review (incorporating any amendments made by the Human Resources & Remuneration Committee) will be placed on our website.

Conclusion

44. In light of the foregoing, and in particular with regard to the increased workload of NEDs since the level of remuneration was previously determined in 2016, the increase in hourly rates being broadly in line with inflation, and following the Board's recommendation to implement the increase by spreading the increase over the next three years (as occurred in both the 2013 and 2016 Reviews), it is

proposed that, with effect from 7 May 2019, the day after the 2019 AGM, the fees per annum for service as NEDs of the Company, be as set out in the following table (which for reference purposes, also includes the list of fees currently payable):-

	Current Annual Fees HK$	Proposed Annual Fees (w.e.f. 7 May 2019) HK$	Proposed Annual Fees (w.e.f. 7 May 2020) HK$	Proposed Annual Fees (w.e.f. 7 May 2021) HK$
Board				
Chairman	765,600	804,300	845,000	887,700
Vice Chairman	601,500	631,900	663,900	697,500
Non-executive Director	546,900	574,500	603,600	634,100
Audit & Risk Committee				
Chairman	477,100	535,100	600,100	673,100
Member	339,100	381,200	428,600	481,900
Finance & General Committee				
Chairman	449,900	449,900	449,900	449,900
Member	319,400	319,400	319,400	319,400
Human Resources & Remuneration Committee				
Chairman	86,800	101,900	119,800	140,700
Member	63,100	73,500	85,600	99,800
Sustainability Committee				
Chairman	112,500	121,400	131,000	141,500
Member	79,000	85,900	93,600	101,900
Nomination Committee				
Chairman	14,000*	19,800	28,200	40,200
Member	10,000*	14,200	20,100	28,700
Provident & Retirement Fund Committee**				
Chairman	14,000	14,000	14,000	14,000
Member	10,000	10,000	10,000	10,000

* A nominal fee was previously maintained for the Chairman and Members of the Nomination Committee.

** A nominal fee has been maintained for the Chairman and Members of the Provident & Retirement Fund Committee.

Note: Executive Directors and management serving on the Board and Board Committees are not entitled to any Directors' fees.

45. It is recommended that the proposed fees be fixed at the level as set out in the table in paragraph 44 for the respective periods 7 May 2019 to 6 May 2020; 7 May 2020 to 6 May 2021; and 7 May 2021 until the date of the AGM in 2022. The proposed fees shall accrue on a daily basis, save that, subject to endorsement by the Human Resources & Remuneration Committee and approval by the Shareholders, the method of calculation and the level of NEDs' fees may be revised prior to those dates if circumstances arise which indicate that those fees might no longer be considered as fair and reasonable in all the relevant circumstances relating to the Company's affairs, the nature, extent and liabilities associated with service as a NED or otherwise by reference to prevailing corporate governance standards and practices. In this regard, an assessment will be made as to whether the NEDs' workload has significantly changed to such an extent that the next fee review should be brought forward.

David Simmonds
Company Secretary
CLP Holdings Limited
25 February 2019

J.S.GALE & CO

INDEPENDENT REVIEW OF NON-EXECUTIVE DIRECTORS' REMUNERATION OF CLP HOLDINGS LIMITED

2019 REVIEW

J.S.GALE & CO

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J.S.GALE & CO

Independent Review of Non-executive Directors' Remuneration of CLP Holdings Limited

2019 Review

1. Background and scope of the independent review

Pursuant to the CLP Code on Corporate Governance (the "**CLP Code**") issued by CLP Holdings Limited ("**CLP**") on 28 February 2005 (most recently updated in January 2019) and CLP's previous corporate governance practices, an independent review on the remuneration payable to its Non-executive Directors ("**NEDs**") should be conducted at least every three years. The fees paid to the NEDs were last reviewed by CLP in 2016 (the "**2016 Review**") and, therefore, a review (the "**2019 Review**") is now due in regard to the level of fees to be paid to NEDs for the period of approximately three years commencing from 7 May 2019 (the day following the 2019 Annual General Meeting ("**AGM**") to the date of CLP's AGM in year 2022) (the "**Relevant Period**").

In this regard, the senior management of CLP has prepared an internal review of the fees payable to NEDs of CLP (the "**Management Review**") based on the same methodology adopted by CLP in the 2016 Review (the "**Model**"). The Model is aligned with the recommendations of the "Review of the Role and Effectiveness of Non-Executive Directors" published in January 2003 (the "**Higgs Report**").

The Model determines the proposed fees and other remuneration payable to NEDs of CLP by reference to two components: an hourly rate and the number of hours spent in the performance of their duties. In addition, NEDs of CLP are remunerated for an additional fee of about 40% or 10% for chairmanship of the board (the "**Board**") of directors of CLP (the "**Directors**") or any board committees of CLP (the "**Board Committees**") and vice-chairmanship of the Board respectively, in view of the additional role and responsibilities which these duties involve.

Having regard to the principle that levels of remuneration should be sufficient to attract and retain high-calibre candidates needed to run a company successfully, but no more than is necessary for this purpose, CLP then reviews the level of fees produced by the above methodology, by benchmarking them against the levels of fees paid to NEDs of other leading Hong Kong listed companies included within the Hang Seng Index and other Hong Kong indices, as well as fees paid to NEDs of utility companies listed on exchanges in Hong Kong, the U.K., Australia and New Zealand.

In order to determine whether CLP should adjust/maintain the levels of directors' fees payable to NEDs, including independent NEDs, who serve on the Board and Board Committees of CLP, J.S. Gale & Co ("**JSG**") has been engaged by CLP to conduct

an independent review and provide an opinion (the "**Opinion**") on the following areas:-

1.1 whether the methodology applied in the Model represents a reasonable and appropriate approach in light of current corporate governance regulations and practices in Hong Kong and the United Kingdom ("**UK**");

1.2 whether the methodology applied in the Model is being fairly and consistently applied to all NEDs, including independent NEDs; and

1.3 whether the proposed fees (the "**Proposed Fees**") for the NEDs resulting from the calculation made in accordance with the methodology applied in the Model are appropriate and reasonable having regard to the current corporate governance practices in Hong Kong and the UK.

CLP has, based on the publicly available information regarding the level of directors' fees, benchmarked the Proposed Fees for the Relevant Period against the remuneration paid to NEDs of:

1.3.1 the 49 companies (excluding CLP) listed on the Main Board of HKSE which are constituent stocks of the Hang-Seng Index as of 31 July 2018 (the "**Hang-Seng Index Companies**");

1.3.2 the 34 companies (excluding CLP) listed on the Hang Seng HK 35 Index as of 31 July 2018 (the "**Hang-Seng HK 35 Index Companies**");

1.3.3 the 30 largest companies, by capitalisation as of 31 July 2018 (the "**Thirty Largest HK Companies**") listed on the Main Board of the Stock Exchange of Hong Kong Limited ("**HKSE**");

1.3.4 15 major utility companies (the " **Utility Companies**") listed on the London Stock Exchange plc ("**LSE**"), HKSE, New Zealand Stock Exchange ("**NZX**") and Australian Stock Exchange ("**ASX**")

(the "**Benchmarking Exercise**").

2. Management Review and supporting documents

We have reviewed the Management Review and the Model and have been provided with supporting information used for the preparation of the Management Review by CLP, details of which are set out in Appendix 1.

We note that the Management Review based many of its findings on various prominent UK reports on corporate governance (the "**Reports on Corporate Governance**") and we have considered the recommendations made in these Reports, namely the Report of the Committee on the Financial Aspects of Corporate Governance of 1 December 1992 (the "**Cadbury Report**"), the Final Report of the Committee on Corporate Governance of January 1998 (the "**Hampel Report**"), and

in particular, the Higgs Report and the UK Corporate Governance Code published by the UK Financial Reporting Council in July 2018 (the "**2018 UK Code**").

In order to determine whether the methodology applied in the Model represents a reasonable and appropriate approach in light of the regulatory requirements on corporate governance in Hong Kong and the UK, we have reviewed the CLP Code and taken into account the relevant requirements and regulations under the Corporate Governance Code and Corporate Governance Report (the "**HK Code**") which is set out in Appendix 14 to the Rules Governing the Listing of Securities on HKSE (the "**Listing Rules**") and the 2018 UK Code.

In order to determine whether the Proposed Fees are appropriate and reasonable having regard to the current corporate governance practices in Hong Kong and in the UK, both CLP and ourselves have conducted statistical analysis benchmarking the highest, lowest and average of the fees currently paid to the NEDs for the years 2016 to 2018 (the "**Current Fees**") and the Proposed Fees for its NEDs against the highest, lowest and average fees (excluding share options) for NEDs serving on the boards of (1) the Hang-Seng Index Companies; (2) the Hang-Seng HK 35 Index Companies; (3) the Thirty Largest HK Companies; and (4) the Utility Companies.

3. Summary of our Opinion

Set out below is a summary of our Opinion on the Management Review and the Model. Please refer to Appendix 2 for our detailed analysis.

Based on our review and by reference to (1) the Reports on Corporate Governance; (2) the regulatory requirements under the HK Code and the 2018 UK Code; (3) the practices adopted by the Hang-Song Index Companies, the Hang-Seng HK 35 Index Companies and the Utility Companies; and (4) the result of the Benchmarking Exercise, we are of the opinion that:

3.1 the methodology applied in the Model represents a reasonable and appropriate approach in light of current corporate governance regulations and practices in Hong Kong and the UK.

3.2 the methodology applied in the Model is being fairly and consistently applied in all material respects to all NEDs, including independent NEDs; and

3.3 the Proposed Fees for the NEDs for the Relevant Period (including the annual deferred payments proposed) are appropriate and reasonable having regard to the current corporate governance practices in Hong Kong and the UK.

4. Qualifications to the Opinion

4.1 In preparing this Opinion, we have relied on the accuracy and completeness of the information provided to us by CLP. To the extent such information is inaccurate or incomplete, this Opinion may also be inaccurate or incomplete.

4.2 To advise whether the methodology applied in the Model represents a reasonable and appropriate approach in light of current corporate governance regulations and practices in Hong Kong and the UK, our conclusion was solely made by reference to the Reports on Corporate Governance, the regulatory requirements under the HK Code and the 2018 UK Code and the market practices adopted by the Hang-Seng Index Companies, the Hang-Seng HK 35 Index Companies, the Thirty Largest HK Companies and the Utility Companies.

4.3 To advise whether the Proposed Fees are appropriate and reasonable having regard to current corporate governance practices in Hong Kong and the UK, our conclusion was solely based on (1) the observations made from the supporting documents provided to us by CLP and the result of the Benchmarking Exercise; and (2) the assumption that there will not be any significant change in the fees payable to the NEDs serving on the boards of (i) the Hang-Seng Index Companies; (ii) the Hang-Seng HK 35 Index Companies; (iii) the Thirty Largest HK Companies and (iv) the Utility Companies during the Relevant Period.

4.4 This Opinion is prepared solely for the use of CLP's management and the Board for the purpose of the 2019 Review. No other person or entity may rely on any part of this Opinion without our prior written consent, nor should this Opinion be relied upon for any other purpose. We hereby give our consent to CLP for publication of this Opinion in CLP's future annual reports and other corporate communications, as well as on CLP's website.

J.S. Gale & Co

25 February 2019

J.S.GALE & CO

Appendix 1

Supporting documents provided by CLP

1. a spread sheet containing the hourly rate of remuneration of senior representatives of professional business advisers to CLP;

2. a spread sheet containing the total number of Board and Board Committee meetings held in year 2007 to year 2018, including duration of each meeting, travelling time and the number of papers submitted at meetings and by circulars/resolutions to the Board and Board Committees throughout the years 2007 to 2018 (the "**Breakdown of hours spent by the Directors**"), together with averages of the durations spent in the years 2007 to 2018, a copy of which is set out in Appendix C to the Management Review;

5. a spread sheet containing the highest, lowest and average annual fees (excluding share options and excluding those who had received zero remuneration) for individual NEDs of the Hang-Seng Index Companies, a copy of which is set out in Appendix 3;

6. a spread sheet containing the highest, lowest and average annual fees (excluding share options and excluding those who had received zero remuneration) for individual NEDs of the Hang-Seng HK 35 Index Companies, a copy of which is set out in Appendix 4; and

7. a spread sheet containing the highest, lowest and average annual fees (excluding share options and excluding those who had received zero remuneration) for individual NEDs of the Thirty Largest HK Companies, a copy of which is set out in Appendix 5; and

8. a spread sheet containing the highest, lowest and average annual fees (excluding share options and excluding those who had received zero remuneration) for individual NEDs of the Utility Companies, a copy of which is set out in Appendix 6.

9. a spread sheet containing the proposed fees to be paid to the NEDs for the years 2019, 2020 and 2021.

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Appendix 2

Detailed analysis of the Opinion

1. Model analysis by reference to the recommendations in the Reports on Corporate Governance

The Cadbury Report, the Hampel Report, the Higgs Report and the 2018 UK Code provide authority for the Model to advocate the reflection of NEDs' time commitment and the assumption of additional responsibilities such as chairmanship of the Board and Board Committees and vice-chairmanship of the Board in their remuneration. The Reports on Corporate Governance generally do not encourage the inclusion of share options as part of NEDs' remuneration package. Certain extracts of the recommendations of the Reports on Corporate Governance can be found in paragraphs 3 to 6 of the Management Review.

JSG's Comments: We note that the Management Review based many of its findings on the Reports on Corporate Governance and in particular, the Higgs Report and the Model is aligned with the recommendations from the Higgs Report that (1) the remuneration of an NED should be sufficient to attract and fairly compensate high quality individuals and that it might comprise an annual fee, a meeting attendance fee, and an additional fee for the chairmanship of committees; and (2) the level of remuneration appropriate for any particular NED role should reflect the likely workload, the scale and complexity of the business and the responsibility involved.

2. Model analysis by reference to the corporate governance regulatory requirements and market practice of the comparable companies in Hong Kong and the UK

2.1 Regulatory requirements in Hong Kong

2.1.1 Principles concerning the level and make-up of remuneration and disclosure

Section B.1 of the HK Code provides that an issuer should disclose information relating to its directors' remuneration policy and other remuneration related matters. There should be a formal and transparent procedure for setting policy on executive directors' remuneration and for fixing the remuneration packages for all directors. Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but companies should avoid paying more than is necessary for this purpose. No director should be involved in deciding his own remuneration.

Under paragraph 24B of Appendix 16 of the Listing Rules, issuers are required to give a general description of the emolument policy and long-term incentive schemes of the group as well as the basis of determining the emoluments payable to their directors. Under paragraph 24 of the same

Appendix 16, directors' fees and any other reimbursement or emoluments payable to a director must be disclosed in full in the annual reports and accounts of the issuer on an individual and named basis.

Section B.1.2 of the HK Code in particular, provides, inter alia, that when making recommendations to the board on the remuneration of NEDs, the remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group.

2.1.2 Functions and increased workload of NEDs

According to section A.6 of the HK Code, every director is required to keep abreast of his responsibilities as a director of an issuer and of the conduct, business activities and development of that issuer. Given the essential unitary nature of the board, NEDs have the same duties of care and skill and fiduciary duties as executive directors.

Section A.6.2 of the HK Code further provides that the functions of NEDs should include but should not be limited to the following:-

(a) participating in board meetings of the issuer to bring an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;

(b) taking the lead where potential conflicts of interests arise;

(c) serving on the audit, remuneration, nomination and other governance committees, if invited; and

(d) scrutinising the issuer's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

JSG's Comments: In view of the provisions in sections A.6 and A.6.2 of the HK Code, the role of the NEDs is becoming increasingly important and the increased functions and responsibilities of NEDs under the regulatory requirements also increase the time commitment and workload of the NEDs.

We note from the Management Review that there has been a steady increase in the working hours of the Board and the Sustainability Committee. Also, substantial increases were recorded in the working hours of the Audit & Risk Committee, the Human Resources & Remuneration Committee and the Nomination Committee. We note that this increase is not only due to the growing complexity of the businesses of CLP but also the regulatory and compliance requirements under the HK Code.

2.2 Regulatory requirements in the UK

We note that some recommendations regarding the remuneration of NEDs in the Higgs Report have been adopted by the 2018 UK Code to form the major framework of corporate governance regulatory requirements in the UK. As in the case of the HK Code, the 2018 UK Code also recognises the importance of NEDs within a company and Principle Q of the 2018 UK Code contain similar provisions to Section B.1 of the HK Code.

Principle Q of the 2018 UK Code provides that there should be a formal and transparent procedure for developing policy on executive remuneration and for determining director and senior management remuneration. No director should be involved in deciding his or her own remuneration.

Provision 34 of the 2018 UK Code then sets out the main principles on the level and make-up of remuneration: levels of remuneration for NEDs should reflect the time commitment and responsibilities of the role. Remuneration for NEDs should not include share options or other performance-related elements.

2.3 Market practices of comparable companies in Hong Kong and the UK

In the current market, we have referred to the BDO Corporate Governance Review 2014 which reviewed the corporate governance practices of 238 large and mid-cap indices of the Hang Seng Composite Index. BDO concluded that nearly all such companies are consistently in full compliance concerning the establishment, role and functions of their remuneration committees. BDO also concluded that more companies are providing informative disclosure and transparency about the procedures for developing policies on executive and non-executive remuneration. In earlier years, we had found that many companies referred to "time spent" as a factor for determining non-executive remuneration without setting out (unlike CLP) a transparent methodology for converting time spent into actual remuneration.

To this extent, we believe the methodology adopted by CLP is at least comparable to, or better than, current market practices in Hong Kong.

3. Corporate governance approach of CLP and CLP's methodology

3.1 Corporate governance approach under the CLP Code

We note from the CLP Code that the main principles of CLP's own remuneration policies are as follows:-

3.1.1 no individual should determine his or her own remuneration;

3.1.2 remuneration should be broadly aligned with companies with whom CLP competes for resources;

3.1.3 remuneration should reflect performance, complexity and responsibility with a view to attracting, motivating and retaining high performing individuals and promoting the enhancement of the value of CLP to its shareholders.

JSG's Comments: Having considered the Reports on Corporate Governance and the regulatory requirements under the HK Code and 2018 UK Code, we are satisfied that CLP, through its disclosure of its procedure in deriving each NED's annual remuneration package in its annual reports and its practice of conducting an independent review in this regard every three years, has taken note of the recommendations of the Reports on Corporate Governance and complied with the regulatory requirements provided for in the HK Code.

3.2 Methodology applied in the Model

The methodology applied in the Model adopted by CLP in year 2016 was aligned with the recommendation of the Higgs Report by determining the fees and other remuneration payable to NEDs by reference to two components: an hourly rate and the number of hours spent in the performance of their duties. In addition, NEDs are remunerated for an additional fee of about 40% and 10% for chairmanship of the Board or Board Committees and vice-chairmanship of the Board respectively, in view of the additional role and responsibilities which these duties involve.

The Management considers that the methodology previously applied in the Model remains relevant, reasonable and appropriate and the 2019 Review adopts the same methodology applied in the Model but the detailed application of the methodology is subject to a number of adjustments and alterations to reflect changes in the organisation of Board Committees, the increase in Directors' workload and other relevant developments which have occurred since the Current Fees were determined and approved in year 2016.

Furthermore, the Management Review revealed that the overall time spent by the NEDs in performing their duties on the Board and Board Committees during the period from 2010 to 2018 was broadly higher than the last review period from 2007 to 2015. Given the possible year-to-year fluctuations in the time spent by the NEDs, the management has recommended to maintain the approach of the 2016 Review by taking an average of time spent by Non-executive Directors over a longer period of three review periods (i.e. a total of 9 years), rather than over the 3 years immediately preceding the review, in order to smooth out the effect of short-term fluctuations in workload.

3.3 Components of the Methodology

3.3.1 Application of hourly rate

As was the case in the 2016 Review, the annual remuneration of an NED is calculated by multiplying the proposed hourly rate by the number of hours spent by an NED serving on the Board and Board Committees over years 2016 to 2019 plus an additional fee for every additional role and responsibility, namely the chairing of the Board or Board Committees as well as serving as the vice-chairman of the Board.

The proposed hourly rate of HK$5,400 adopted in the 2019 Review is the rounded-down average of the partner level rates previously charged by the respective firms (including a professional services firm, three accounting firms (not including CLP's auditors) and seventeen law firms providing corporate legal advice (not including JSG)). This is an increase of HK$400 per hour above the hourly rate of HK$5,000 used in the 2016 Review.

JSG's Comments: We note that the approach of using the daily remuneration of a senior representative of a company's professional advisors is recommended by the Higgs Report and we also note that most of CLP's NEDs tend to have professional backgrounds and experience in the fields of accounting, law, and business administration. We therefore agree with CLP's management that the similarity of the profiles of CLP's NEDs and the senior representatives of professional advisors used in the methodology renders it appropriate for CLP to use these hourly rates when determining the hourly rate used in the calculation of fees for its NEDs.

3.3.2 Working hours of CLP's NEDs

We note from paragraph 15 of the Management Review that the number of hours spent by each of CLP's NEDs in the performance of their duties (both on serving the Board and Board Committees) during the years 2016 to 2018 is estimated by reference to the following activities: -

(a) Hours for meetings;

(b) Hour for meetings preparation;

(c) Hours for reading Board circulars;

(d) Hours for attending the AGM; and

(e) Hours for travelling (locally).

A detailed breakdown of the calculation of the hours allocated by Directors in performing their duties is set out in the Breakdown of hours spent by the Directors (a copy of which is set out in Appendix C to the Management Review).

JSG's Comments: We have reviewed the Breakdown of hours spent by the Directors and have checked the calculations used by CLP, on the assumption that the information concerning the time spent by the Directors on various activities is correct. On this basis, the calculations are correct.

Further, we note that from paragraph 22 of the Management Review that not all the hours each individual NED spent performing their duties has been captured under the Methodology. For example, time spent attending briefings

and seminars, or paying visits to local management in Hong Kong and abroad, or hosting shareholders' visits, was excluded.

3.3.3 Board Committees

We note from the Management Review that the methodology applied in the Model further reflects the workload and responsibility assumed by individual NEDs of CLP by taking into account the total number of working hours they incur serving on Board Committees. According to the Management Review, an exception to this concerned service on the Provident & Retirement Fund Committee. CLP's management considers that the workload of NEDs appointed to the Provident & Retirement Fund Committee continued to be comparable to past years and as a result, the management considers that there is no reason at this stage to depart from the nominal fee which is currently payable in respect of that Committee.

A nominal fee was previously adopted for those Directors who serve on the Nomination Committee. However, the Management Review noted a significant increase in the overall time spent by NEDs in performing their duties on the Nomination Committee during the period of 2016-2018, when compared with the period of 2007-2015 examined in the 2016 Review. As a result, CLP's management considers that the nominal fee should be discarded and the fees for the Nomination Committee should be determined by the application of CLP's standard review methodology.

JSG's Comments: Having regard to a moderate decrease in the time spent by members of the Provident & Retirement Fund Committee since the 2016 Review, we are of the opinion that CLP's approach in continuing to apply a nominal fee for the Provident & Retirement Fund Committee is appropriate and reasonable having regard to the current corporate governance practices in Hong Kong and the UK. On the other hand, with the growing importance and workload on the work of the Nomination Committee including continuous review on the composition, refreshment and independence of the Board, the monitoring of the nomination criteria and the ongoing application of the Board Diversity Policy pursuant to the Corporate Governance Code and Corporate Governance Report, we are of the opinion that CLP's approach in departing from the nominal fee in favour of a fee determined by the application of CLP's standard review methodology in respect of the Nomination Committee is in line with the code provisions of the HK Code and the 2018 UK Code which both suggest that the level of remuneration for NEDs should reflect not only the time commitment but also the responsibilities of the role.

3.3.4 Additional fees for chairmanship of the Board and Board Committees and the vice-chairmanship of the Board

We note from the Management Review that CLP has taken into account a survey of Directors' Remuneration conducted by New Bridge Street

Consultants in July 2003, which concluded that fees for NEDs of an organisation were about 70% of the amounts payable to the chairman. On that basis, CLP has assumed an additional fee of approximately 40% for the chairmanship of the Board and Board Committees and 10% for the vice-chairmanship of the Board above the fees payable to NEDs serving on the Board or corresponding Board Committees. CLP has also assumed that the workload of the vice-chairman of a Board Committee is no greater than that of a member of the Committee. Accordingly, no additional remuneration has been provided in the methodology with regard to the vice-chairmanship of any Board Committee.

JSG's Comments: We are of the opinion that CLP's approach of paying an additional fee for the chairmanship of the Board and Board Committees and the vice-chairmanship of the Board is in line with (1) the recommendations of the Cadbury Report and Higgs Report; and (2) the code provisions of the HK Code and the 2018 UK Code which both suggest that the level of remuneration for NEDs should reflect the time commitment and responsibilities of the role.

We are also of the view that the payment of an additional fee for extra responsibilities assumed is necessary to enhance fairness and consistency in the methodology applied in the Model as it recognises the need to compensate each individual NED for their additional responsibilities and is applied to membership and chairmanship of the Board and all Board Committees alike subject to the varying workloads of the Board and each Board Committee.

3.3.5 Non-monetary remuneration - share options

We note from the Management Review that non-monetary remuneration such as share options is not a recommended element to include in the methodology of CLP.

JSG's Comments: We note CLP's view that non-monetary remuneration is not recommended. Although the HK Code is silent on this point, CLP's view is in line with the recommendations of the Cadbury Report, Hampel Report and the 2018 UK Code.

3.4 Conclusion on whether the methodology applied in the Model represents a reasonable and appropriate approach

As mentioned above, the methodology applied in the Model is primarily based on the recommendations of the Reports on Corporate Governance and the regulatory requirements in Hong Kong and the UK. We are therefore of the opinion that the Model and the Management Review are prepared based on sufficient authority.

Having considered the Reports on Corporate Governance, the regulatory requirements under the HK Code and 2018 UK Code, we are of the opinion that the methodology applied in the Model is in line with the recommendations of the Reports on Corporate Governance, the HK Code and the 2018 UK Code.

In view of the above, we conclude that the methodology applied in the Model represents a reasonable and appropriate approach in light of current corporate governance regulations and practices in Hong Kong and the UK.

4. Whether the Model is fairly and consistently applied to all the NEDs

4.1 Application of the Model under the 2016 Review

The methodology applied in the Model in the 2016 Review was founded on two major components, namely an hourly rate and the average number of hours NEDs committed to their role and responsibilities.

We note from the Management Review that the Current Fees payable to the NEDs for the years 2016 to 2018 resulted from the calculation based on the Model under the 2016 Review by reference to the average of the total hours spent by NEDs in fulfilling their duties and responsibilities on the Board and on Board Committees (including hours of meetings, hours spent on preparation for meetings, reading of Board Circulars and travelling time for meetings) over the years 2007 to 2015 and it did not assume, or take into account, any continuous increase in the workload of Directors in the three years following the 2016 Review. The Current Fees were approved and became effective by CLP shareholders at its AGM held on 5 May 2016 and became effective on 6 May 2016.

JSG's Comments: We note from the annual reports of CLP for the years 2016 to 2018 that (1) each of the NEDs was remunerated at the Current Fees in accordance with their membership or chairmanship on the Board and the Board Committees (additional fees have been paid to NEDs' for their extra responsibilities assumed, namely an additional fee of approximately 40% for the chairmanship of the Board and Board Committees and 10% for the vice-chairmanship of the Board); and (2) there was no increase or decrease of the Current Fees paid to all the NEDs during the years 2016 to 2018, nor was there any special treatment for any of the NEDs including the independent NEDs for their remuneration.

We are therefore of the opinion that the methodology applied in the Model has been applied fairly and consistently to all the NEDs including the independent NEDs during the years 2016 to 2018.

4.2 Application of the Model under the 2019 Review

JSG's Comments: We note from the Management Review that the Proposed Fees for the Relevant Period will be considered and endorsed by the Human Resources & Remuneration Committee and then submitted to the shareholders of CLP for

approval at CLP's AGM, presently scheduled for 6 May 2019 ("**2019 AGM**"). CLP's management has further confirmed that (1) the Proposed Fees, if approved in the 2019 AGM, will be applied to all the NEDs for the three years from 7 May 2019 and each of the NEDs will be remunerated by Proposed Fees in accordance with their membership or chairmanship on the Board and Board Committees (additional fees will be paid to NEDs' for their extra responsibilities assumed, namely an additional fee of approximately 40% for the chairmanship of the Board and Board Committees and 10% for the vice-chairmanship of the Board); and (2) no special treatment for remuneration will be granted to any of the NEDs including the independent NEDs.

In this regard, we are of the opinion that the Model adopted in the 2019 Review is consistent with the Model adopted in the 2016 Review and the methodology applied in the Model is being fairly and consistently applied in all material respects to all the NEDs including the independent NEDs during the 2019 Review.

5. Application of the methodology in calculating the Proposed Fees

5.1 Hours spent by the Directors in serving on the Board and Board Committees

We have reviewed the total number of hours spent by Directors in serving on the Board and Board Committees during the years 2010 to 2018, together with the average of those hours set out in the table in paragraph 22 of the Management Review.

JSG's Comments: We note from such information that there has generally been an increase in the workload of NEDs of CLP, as measured by the time spent on their duties, compared to that applied in setting the Current Fees of NEDs of CLP. Management has maintained the approach of the 2016 Review by taking an average of time spent by Non-executive Directors over a longer period of the three review periods (i.e. a total of 9 years), rather than over the 3 years immediately preceding the review, in order to smooth out the effect of short-term fluctuations in work load.

As more information is now available since 2004, we consider that it is fair and reasonable to apply the methodology by reference to a longer period of the three review periods, rather than over the 3 years immediately preceding the review.

5.2 Proposed Fees for the Relevant Period

We note from the Management Review that there has been a steady increase in the working hours of the Board and the Sustainability Committee. Also, substantial increases were recorded in the working hours of the Audit & Risk Committee, the Human Resources & Remuneration Committee and the Nomination Committee. There is a slight reduction in the working hours of the Finance & General Committee, which is mainly attributed to the delivery of more succinct board papers and enhanced efficiency in this Committee's work. The Management recommended to maintain the current fees for this Committee unchanged as it is anticipated that the

transaction opportunities for the Group and by extension the workload of this Committee may increase over the next few years.

We have also reviewed the information in paragraphs 25 and 44 of the Management Review which sets out the Current Fees, indicative fees and the Proposed Fees for the Relevant Period.

JSG's Comments: Although there has been a slight decrease in the working hours of the Finance & General Committee over the review period of 2010 to 2018, nevertheless it is anticipated by the management that the workload of this Committee may increase over the next few years given the growing transaction opportunities for the Group. We are of the opinion that CLP's approach in maintaining the current fees for the Financial & General Committee unchanged is in line with (1) the recommendations of the Higgs Report, which proposes that the level of remuneration for any particular NED should reflect the likely workload, the scale and complexity of the business and the responsibility involved (paragraph 12.24 of the Higgs Report); and (2) the code provisions of the HK Code and the 2018 UK Code which both suggest that the level of remuneration for NEDs should reflect the time commitment and responsibilities of the role. We also note that the slight decrease in the working hours of the Finance & General Committee is only in the order of approximately 7 %.

The Proposed Fees are based on a calculation made in accordance with CLP's methodology by multiplying an hourly rate of HK$5,400 with the average number of hours spent by Directors on their duties during the years 2010 to 2018 (based on membership or chairmanship of the Board and Board Committees as of 31 December 2018). As noted above, this is over a longer period than used in previous reviews, and the hourly rate has been adjusted from HK$5,000 to HK$5,400. We have verified the calculation of the Proposed Fees by using the same calculation method adopted by CLP and confirmed that the Proposed Fees are accurately derived as set out in the table in paragraph 44 of the Management Review.

5.3 Proposed Fees to be taken on a Deferred Basis

We note from paragraph 44 of the Management Review that it is the intention of CLP's management to apply the results of the methodology over three annual increases instead of the usual one increase for the next three years, as in the 2016 Review.

JSG's comments: We understand that the total sum of the three deferred payments will be identical (save for rounding) to three times the indicative fees set out in the second final row of the table set out in paragraph 25 of the Management Review. We are of the opinion that this proposed method of payment accords with the Model and current corporate governance regulations and practices in Hong Kong and the United Kingdom.

6. Benchmarking Exercise and Analysis

6.1 Representativeness of the comparator companies in Hong Kong, the UK, Australia and New Zealand

In the Management Review, CLP has conducted statistical analysis benchmarking the highest, lowest and average of the Current Fees and the Proposed Fees for its NEDs against the highest, lowest and average fees (excluding share options and excluding those who received zero remuneration) for NEDs serving on the boards of (1) the Hang-Seng Index Companies; (2) the Hang-Seng HK 35 Index Companies; (3) the Thirty Largest HK Companies; and (4) the Utility Companies.

We note from CLP that:-

6.1.1 the highest, lowest and average of CLP's Current Fees per annum are calculated based on CLP's Current Fees per annum which, in turn, are based on the membership or chairmanship of the Board and Board Committees as of 31 December 2018;

6.1.2 the highest, lowest and average of CLP's Proposed Fees per annum are based on the level of fees (with the exception of the chairman of the Provident & Retirement Fund Committee, whose fees are nominal) resulting from the calculations made in accordance with CLP's methodology (by multiplying an hourly rate of HK$5,400 by the average number of hours spent by Directors on their duties during the years 2010 to 2018 and taking into account the membership or chairmanship of the Board and Board Committees as of 31 December 2018);

6.1.3 the highest, lowest and average fees for the Hang-Seng Index Companies (as set out in Appendix 3) are based on the information set out in the latest published annual reports of the Hang-Seng Index Companies as of 31 July 2018 and the average fees for each of the Hang-Seng Index Companies are calculated by dividing the total amount of full year remuneration paid to all the NEDs of each company by the corresponding number of NEDs in that particular company (excluding share options and excluding those who received zero remuneration). That will mean if an NED for any reason did not serve in the position for a full year, the fees paid to him/her will not be taken into account for the purposes of the above calculations;

6.1.4 the highest, lowest and average fees for the Hang-Seng HK 35 Index Companies (as set out in Appendix 4) are based on the information set out in the latest published annual reports of the Hang-Seng HK 35 Index Companies as of 31 July 2018 and the average fees for each of the Hang-Seng HK 35 Index Companies are calculated on the same basis as set out in paragraph 6.1.3 above;

6.1.5 the highest, lowest and average fees for the Thirty Largest HK Companies (as set out in Appendix 5) are based on the information set out in the latest published annual reports of the Thirty Largest HK Companies as of 31 July

2018 and the average fees for each of the Thirty Largest HK Companies are calculated on the same basis as set out in paragraph 6.1.3 above;

6.1.6 the Highest, lowest and average fees for the Utility Companies (as set out in Appendix 6) are based on the information set out in the latest published annual reports of the Utility Companies as of 31 July 2018; and the average fees for each of the Utility Companies are calculated on the same basis as set out in paragraph 6.1.3 above; and

6.1.7 the information on the NED fees paid by the Hang-Seng Index Companies, the Hang-Seng HK 35 Index Companies, the Thirty Largest HK Companies and the Utility Companies have been obtained from publicly available sources. This information relates to the level of fees previously paid to NEDs and may not necessarily reflect current fee levels which may have been affected by adjustments made in the months following the publication of the annual reports. It should also be noted that these fee levels will not reflect the level of fees payable or envisaged to be payable by such companies during the coming three years through to year 2022.

JSG's Comments: We have assumed that the information and figures set out in Appendices 3 to 6, as provided to us by CLP, is correct.

We understand the Utility Companies were selected by CLP for comparison in the Benchmarking Exercise due to their similarity with CLP's business

It is worth noting that the comparability and relevance of the Benchmarking Exercise may be affected by the differences in business and market environments and pay scales in Hong Kong, the UK, Australia and New Zealand. Nevertheless, given that the Utility Companies operate in the same industry, we believe they serve as a useful and relevant comparator group in our analysis below.

In view of the above, we are satisfied with the representativeness of CLP's selected comparator companies in Hong Kong, the UK, Australia and New Zealand.

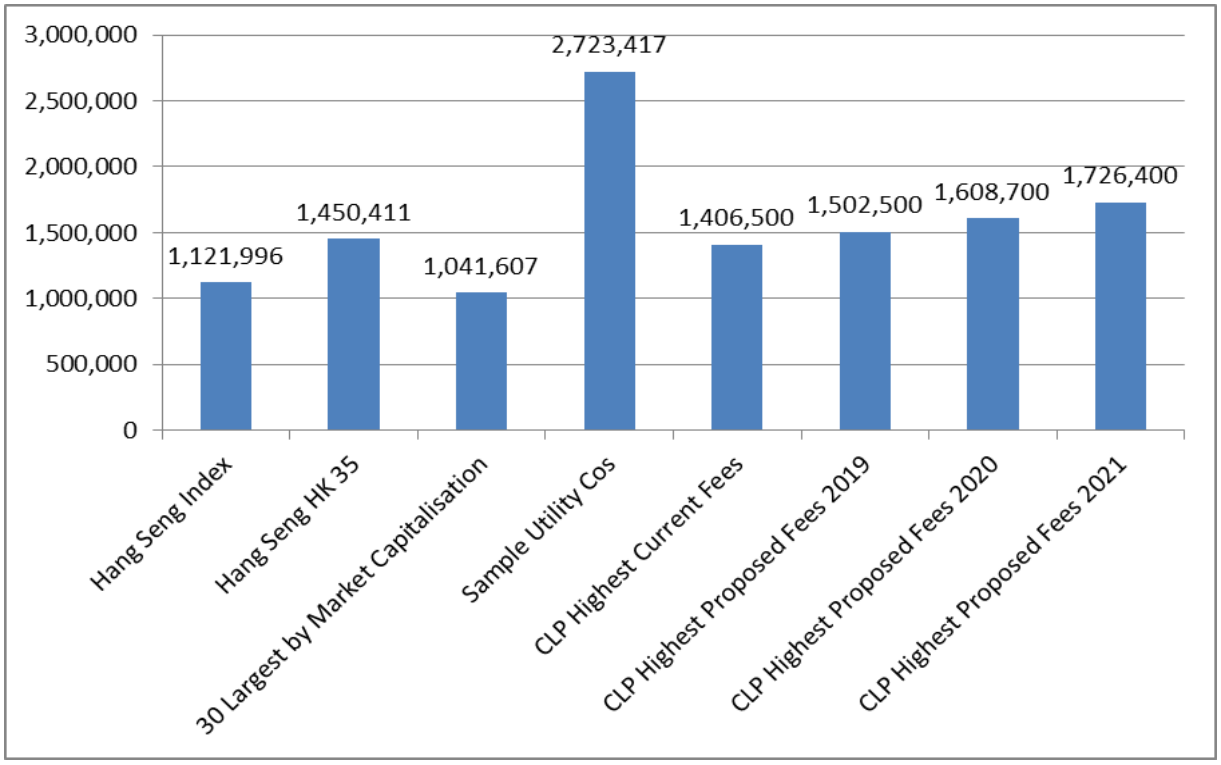
6.2 Benchmarking Exercise

We have also conducted the Benchmarking Exercise by benchmarking the highest, lowest and average of the Current Fees and the Proposed Fees for CLP's NEDs against the highest, lowest and average fees (excluding share options) for NEDs serving on the boards of (1) the Hang-Seng Index Companies; (2) the Hang-Seng HK 35 Index Companies; (3) the Thirty Largest HK Companies; and (4) the Utility Companies.

We set out below three bar charts showing (a) the average highest fees paid to NEDs by the above comparator groups; (b) the average lowest fees paid by the

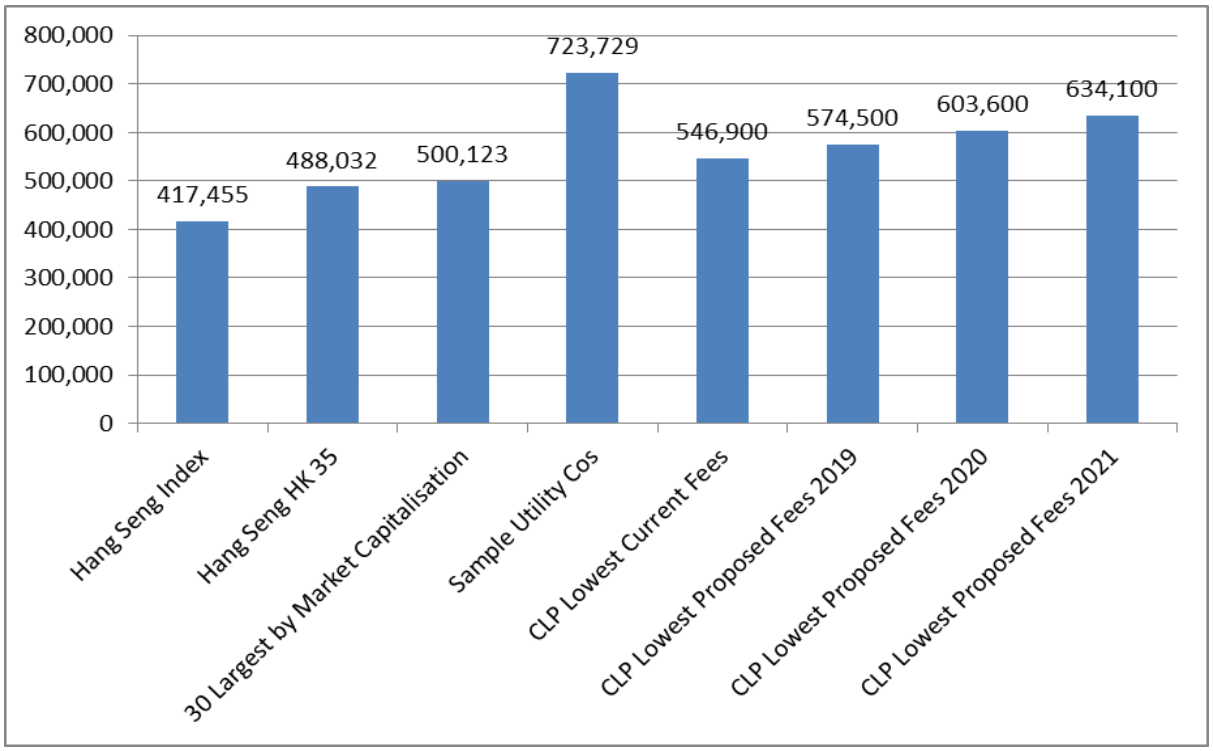
above comparator groups and (c) the average fees paid by the above comparator groups for comparison purposes.

6.2.1 Average Highest Fees Paid



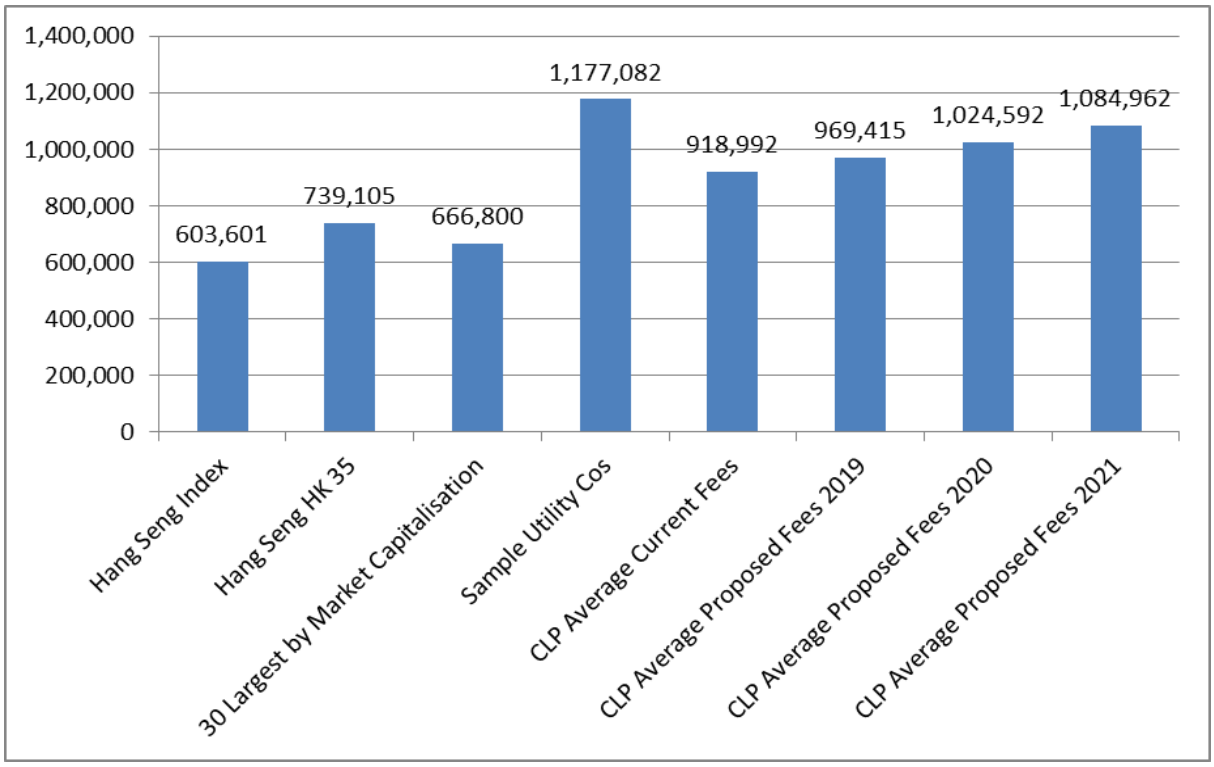
JSG's comments: When compared against the average highest fees paid to NEDs of the comparable groups, the highest Current Fees paid to CLP's NEDs of HK$1,406,500 fall in the middle of the range. The highest Proposed Fees to be paid by CLP to its NEDs in the financial years in each of 2019 to 2022 would remain significantly lower than that of the average highest fees paid by the Utility Companies.

6.2.2 Average Lowest Fees Payable



JSG's comments: Comparing the Average Lowest Fees paid to NEDs, the lowest Current Fees of HK$546,900 paid to NEDs by CLP fall again in the middle of the range. The lowest Proposed Fees to be paid by CLP to its NEDs in the financial years over the period from 2019 to 2022 as a whole will be in line with (or moderately above) the lowest fees payable by Thirty Largest HK Companies. The lowest Proposed Fees to be paid by CLP will remain significantly lower than that of the Utility Companies.

6.2.3 Average Fees Payable



JSG's comments: Comparing the average fees payable to NEDs amongst the comparable group, it can be observed from the above chart that the average Current Fees of HK$918,992 paid by CLP to its NEDs fall at the higher end of the range. As can be seen from the above chart, the proposed increase of fees after the 2019 Review will bring the average Proposed Fees to be paid to NEDs by CLP in the financial years in each of 2019 to 2022 closer to the average fees currently paid by the Utility Companies.

We agree with CLP's management that there are significant variations in the level of fees paid to NEDs of leading Hong Kong, the UK, Australia and New Zealand listed companies, and direct comparison with CLP is difficult due to differing structures of boards and board committees, differing allocations of fees for service on boards or board committees, as well as lack of uniformity in the detail and breakdown of the information provided by individual companies. However, taken as a whole, the above charts do not indicate that the application of CLP's methodology for determining the Proposed Fees for the years 2019 to 2022 would lead to a level of fees which would be out of line or unreasonable when compared to the leading Hong Kong, the UK, Australia and New Zealand listed companies.

Nevertheless, given that CLP has included comparable companies in Hong Kong, the UK, Australia and New Zealand for this Benchmarking Exercise, we are satisfied with the representativeness of those selected comparator companies and believe that they serve as useful and relevant comparator groups in the Benchmarking Exercise.

In view of the above, we are of the opinion that adopting the methodology in calculating the Proposed Fees for the NEDs for the Relevant Period will maintain CLP's NED remuneration packages in line with companies of comparable size and with the market as a whole, and that the Proposed Fees are appropriate and reasonable having regard to the current corporate governance practices in Hong Kong and the UK.

7. Conclusion

To sum up, based on our review and by reference to (1) the Reports on Corporate Governance; (2) the regulatory requirements under the HK Code and the 2018 UK Code; (3) the practices adopted by the Hang-Seng Index Companies and the Utility Companies; and (4) the result of the Benchmarking Exercise, we are of the opinion that:-

7.1 the methodology applied in the Model represents a reasonable and appropriate approach in light of current corporate governance regulations and practices in Hong Kong and the UK;

7.2 the methodology applied in the Model is being fairly and consistently applied in all material respects to all NEDs, including independent NEDs; and

7.3 the Proposed Fees for the NEDs for the Relevant Period are appropriate and reasonable having regard to the current corporate governance practices in Hong Kong and the UK.

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Appendix 3

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of Hang Seng Index Constituent Stocks (as of 31 July 2018) (excluding CLP Holdings Limited).

No.	Company Name	Stock Code	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	HSBC Holdings plc	5	GBP	259,000	121,000	193,769	2,675,786	1,250,078	2,001,873
2	Hang Seng Bank Limited	11	HKD	920,000	500,000	654,143	920,000	500,000	654,143
3	The Bank of East Asia, Limited	23	HKD	900,000	300,000	563,636	900,000	300,000	563,636
4	Hong Kong Exchanges and Clearing Limited	388	HKD	3,240,108	793,000	1,267,382	3,240,108	793,000	1,267,382
5	China Construction Bank Corporation - H Shares	939	RMB	470,000	390,000	435,000	539,123	447,357	498,975
6	AIA Group Limited	1299	USD	679,383	205,000	277,154	5,332,457	1,609,039	2,175,371
7	Industrial and Commercial Bank of China Limited - H Shares (5) (7)	1398	RMB	470,000	437,000	455,500	539,123	501,270	522,490
8	Ping An Insurance (Group) Company of China, Ltd. - H Shares (5) (11)	2318	RMB	910,500	620,000	671,050	1,044,407	711,183	769,741
9	BOC Hong Kong (Holdings) Limited	2388	HKD	712,000	500,000	612,500	712,000	500,000	612,500
10	China Life Insurance Company Limited - H Shares	2628	RMB	320,000	300,000	315,000	367,062	344,121	361,327
11	Bank of Communications Co., Ltd. - H Shares	3328	RMB	831,000	24,000	309,167	953,215	27,530	354,636
12	Bank of China Limited - H Shares	3988	RMB	600,000	400,000	487,500	688,242	458,828	559,197
13	The Hong Kong and China Gas Company Limited	3	HKD	1,000,000	300,000	557,143	1,000,000	300,000	557,143
14	Power Assets Holdings Limited	6	HKD	160,000	70,000	132,500	160,000	70,000	132,500
15	China Resources Power Holdings Company Limited (7)	836	HKD	345,000	300,000	333,750	345,000	300,000	333,750
16	CK Infrastructure Holdings Limited (5)	1038	HKD	180,000	75,000	131,250	180,000	75,000	131,250
17	Henderson Land Development Company Limited	12	HKD	1,000,000	160,000	585,625	1,000,000	160,000	585,625
18	Sun Hung Kai Properties Limited	16	HKD	970,000	300,000	496,000	970,000	300,000	496,000
19	New World Development Company Limited (6)	17	HKD	9,600,000	300,000	1,928,571	9,600,000	300,000	1,928,571
20	Sino Land Company Limited	83	HKD	270,000	130,000	212,000	270,000	130,000	212,000
21	Hang Lung Properties Limited	101	HKD	1,100,000	700,000	916,667	1,100,000	700,000	916,667
22	China Overseas Land & Investment Ltd.	688	HKD	500,000	300,000	450,000	500,000	300,000	450,000
23	Link Real Estate Investment Trust	823	HKD	1,975,000	577,000	780,909	1,975,000	577,000	780,909

24	China Resources Land Limited - H Shares (5) (7)	1109	HKD	360,000	360,000	360,000	360,000	360,000	360,000
25	CK Asset Holdings Limited (5)	1113	HKD	410,000	220,000	321,667	410,000	220,000	321,667
26	Wharf Real Estate Investment Company Limited (5)	1997	HKD	0	0	0	0	0	0
27	Country Garden Holdings Company Limited (5)	2007	RMB	370,000	240,000	297,143	424,416	275,297	340,844
28	CK Hutchison Holdings Limited	1	HKD	410,000	220,000	278,333	410,000	220,000	278,333
29	Swire Pacific Limited	19	HKD	950,000	748,000	839,000	950,000	748,000	839,000
30	Galaxy Entertainment Group Limited	27	HKD	550,000	220,000	437,500	550,000	220,000	437,500
31	MTR Corporation Limited	66	HKD	1,700,000	400,000	546,667	1,700,000	400,000	546,667
32	China Merchants Port Holdings Company Limited	144	HKD	270,000	270,000	270,000	270,000	270,000	270,000
33	Want Want China Holdings Limited	151	RMB	1,423,000	66,000	319,444	1,632,281	75,707	366,425
34	Geely Automobile Holdings Limited	175	RMB	303,000	243,000	264,250	347,562	278,738	303,113
35	CITIC Limited - H Shares	267	HKD	760,000	380,000	541,429	760,000	380,000	541,429
36	WH Group Limited	288	USD	0	0	0	0	0	0
37	China Petroleum & Chemical Corporation - H Shares	386	RMB	300,000	300,000	300,000	344,121	344,121	344,121
38	Tencent Holdings Limited - H Shares	700	RMB	920,000	627,000	752,500	1,055,304	719,213	863,170
39	China Unicom (Hong Kong) Limited	762	RMB	372,000	260,000	337,400	426,710	298,238	387,021
40	PetroChina Company Limited - H Shares	857	RMB	250,000	250,000	250,000	286,768	286,768	286,768
41	CNOOC Limited - H Shares	883	RMB	972,000	824,000	898,000	1,114,952	945,186	1,030,069
42	China Mobile Limited - H Shares	941	HKD	470,000	455,000	461,667	470,000	455,000	461,667
43	Hengan International Group Company Limited - H Shares	1044	RMB	104,000	104,000	104,000	119,295	119,295	119,295
44	China Shenhua Energy Company Limited - H Shares	1088	RMB	0	0	0	0	0	0
45	CSPC Pharmaceutical Group Limited - H Shares	1093	HKD	350,000	80,000	166,667	350,000	80,000	166,667
46	Sands China Ltd.	1928	USD	180,000	150,000	162,000	1,412,815	1,177,346	1,271,533
47	AAC Technologies Holdings Inc.	2018	RMB	933,000	355,000	541,800	1,070,216	407,210	621,483
48	China Mengniu Dairy Company Limited	2319	RMB	892,000	150,000	342,400	1,023,186	172,061	392,757
49	Sunny Optical Technology (Group) Company Limited	2382	RMB	970,000	84,000	305,500	1,112,658	96,354	350,430

GBP1=HKD	10.33122
USD1=HKD	7.84897
RMB1=HKD	1.14707

(exchange rates as at 31 July 2018)

HIGH	9,600,000	1,609,039	2,175,371
LOW	119,295	27,530	119,295
AVERAGE	1,121,996	417,455	603,601

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Appendix 4

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of Hang Seng HK 35 Index Constituent Stocks (as of 31 July 2018) (excluding CLP Holdings Limited).

No.	Company Name	Stock Code	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	CK Hutchison Holdings Limited	1	HKD	410,000	220,000	278,333	410,000	220,000	278,333
2	The Hong Kong and China Gas Company Limited	3	HKD	1,000,000	300,000	557,143	1,000,000	300,000	557,143
3	The Wharf (Holdings) Limited	4	HKD	350,000	200,000	277,750	350,000	200,000	277,750
4	HSBC Holdings plc	5	GBP	259,000	121,000	193,769	2,675,786	1,250,078	2,001,873
5	Power Assets Holdings Limited	6	HKD	160,000	70,000	132,500	160,000	70,000	132,500
6	Hang Seng Bank Limited	11	HKD	920,000	500,000	654,143	920,000	500,000	654,143
7	Henderson Land Development Company Limited	12	HKD	1,000,000	160,000	585,625	1,000,000	160,000	585,625
8	Hysan Development Company Limited	14	HKD	446,000	255,000	310,125	446,000	255,000	310,125
9	Sun Hung Kai Properties Limited	16	HKD	970,000	300,000	496,000	970,000	300,000	496,000
10	New World Development Company Limited	17	HKD	9,600,000	300,000	1,928,571	9,600,000	300,000	1,928,571
11	Swire Pacific Limited	19	HKD	950,000	748,000	839,000	950,000	748,000	839,000
12	Wheelock and Company Limited	20	HKD	350,000	200,000	262,500	350,000	200,000	262,500
13	Galaxy Entertainment Group Limited	27	HKD	550,000	220,000	437,500	550,000	220,000	437,500
14	MTR Corporation Limited	66	HKD	1,700,000	400,000	546,667	1,700,000	400,000	546,667
15	Sino Land Company Limited	83	HKD	270,000	130,000	212,000	270,000	130,000	212,000
16	Hang Lung Properties Limited	101	HKD	1,100,000	700,000	916,667	1,100,000	700,000	916,667
17	WH Group Limited	288	USD	0	0	0	0	0	0
18	Hong Kong Exchanges and Clearing Limited	388	HKD	3,240,108	793,000	1,267,382	3,240,108	793,000	1,267,382
19	Li & Fung Limited	494	USD	71,000	58,000	67,250	557,277	455,240	527,843
20	ASM Pacific Technology Limited	522	HKD	500,000	300,000	391,667	500,000	300,000	391,667
21	Yue Yuen Industrial (Holdings) Limited	551	USD	36,000	35,000	35,200	282,563	274,714	276,284
22	Techtronic Industries Company Limited	669	USD	383,000	49,000	112,857	3,006,156	384,600	885,812
23	Link Real Estate Investment Trust	823	HKD	1,975,000	577,000	780,909	1,975,000	577,000	780,909
24	SJM Holdings Limited	880	HKD	3,000,000	800,000	1,740,000	3,000,000	800,000	1,740,000

25	CK Infrastructure Holdings Limited	1038	HKD	180,000	75,000	131,250	180,000	75,000	131,250
26	CK Asset Holdings Limited	1113	HKD	410,000	220,000	321,667	410,000	220,000	321,667
27	Wynn Macau, Limited	1128	HKD	1,325,000	1,050,000	1,131,250	1,325,000	1,050,000	1,131,250
28	AIA Group Limited	1299	USD	679,383	205,000	277,154	5,332,457	1,609,039	2,175,371
29	Sands China Ltd.	1928	USD	180,000	150,000	162,000	1,412,815	1,177,346	1,271,533
30	Swire Properties Limited	1972	HKD	655,000	575,000	609,500	655,000	575,000	609,500
31	Wharf Real Estate Investment Company Limited	1997	HKD	0	0	0	0	0	0
32	MGM China Holdings Limited	2282	HKD	1,013,000	623,000	759,500	1,013,000	623,000	759,500
33	BOC Hong Kong (Holdings) Limited	2388	HKD	712,000	500,000	612,500	712,000	500,000	612,500
34	China State Construction International Holdings Limited	3311	HKD	360,000	250,000	332,500	360,000	250,000	332,500

GBP1=HKD	10.33122	**HIGH**	9,600,000	1,609,039	2,175,371
USD1=HKD	7.84897	**LOW**	160,000	70,000	131,250
(exchange rates as at 31 July 2018)		**AVERAGE**	1,450,411	488,032	739,105

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Appendix 5

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of the thirty largest companies by market capitalisation listed on the Main Board of the Hong Kong Stock Exchange (as of 31 July 2018).

No.	Company Name	Stock Code	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	Tencent Holdings Limited - H Shares	700	RMB	920,000	627,000	752,500	1,055,304	719,213	863,170
2	Industrial and Commercial Bank of China Limited - H Shares	1398	RMB	470,000	437,000	455,500	539,123	501,270	522,490
3	China Construction Bank Corporation - H Shares	939	RMB	470,000	390,000	435,000	539,123	447,357	498,975
4	PetroChina Company Limited - H Shares	857	RMB	250,000	250,000	250,000	286,768	286,768	286,768
5	HSBC Holdings plc	5	GBP	259,000	121,000	193,769	2,675,786	1,250,078	2,001,873
6	China Mobile Limited - H Shares	941	HKD	470,000	455,000	461,667	470,000	455,000	461,667
7	Ping An Insurance (Group) Company of China, Ltd. - H Shares	2318	RMB	910,500	620,000	671,050	1,044,407	711,183	769,741
8	Bank of China Limited - H Shares	3988	RMB	600,000	400,000	487,500	688,242	458,828	559,197
9	China Petroleum & Chemical Corporation - H Shares	386	RMB	300,000	300,000	300,000	344,121	344,121	344,121
10	AIA Group Limited	1299	USD	679,383	205,000	277,154	5,332,457	1,609,039	2,175,371
11	China Life Insurance Company Limited - H Shares	2628	RMB	320,000	300,000	315,000	367,062	344,121	361,327
12	CNOOC Limited - H Shares	883	RMB	972,000	824,000	898,000	1,114,952	945,186	1,030,069
13	Bank of Communications Co., Ltd. - H Shares	3328	RMB	831,000	24,000	309,167	953,215	27,530	354,636
14	China Shenhua Energy Company Limited - H Shares	1088	RMB	0	0	0	0	0	0
15	Hang Seng Bank Limited	11	HKD	920,000	500,000	654,143	920,000	500,000	654,143
16	BOC Hong Kong (Holdings) Limited	2388	HKD	712,000	500,000	612,500	712,000	500,000	612,500
17	Sun Hung Kai Properties Limited	16	HKD	970,000	300,000	496,000	970,000	300,000	496,000
18	CK Hutchison Holdings Limited	1	HKD	410,000	220,000	278,333	410,000	220,000	278,333
19	Sands China Ltd.	1928	USD	180,000	150,000	162,000	1,412,815	1,177,346	1,271,533
20	CITIC Limited - H Shares	267	HKD	760,000	380,000	541,429	760,000	380,000	541,429
21	China Unicom (Hong Kong) Limited	762	RMB	372,000	260,000	337,400	426,710	298,238	387,021

22	Hong Kong Exchanges and Clearing Limited	388	HKD	3,240,108	793,000	1,267,382	3,240,108	793,000	1,267,382
23	Galaxy Entertainment Group Limited	27	HKD	550,000	220,000	437,500	550,000	220,000	437,500
24	China Overseas Land & Investment Ltd.	688	HKD	500,000	300,000	450,000	500,000	300,000	450,000
25	MTR Corporation Limited	66	HKD	1,700,000	400,000	546,667	1,700,000	400,000	546,667
26	Country Garden Holdings Company Limited	2007	RMB	370,000	240,000	297,143	424,416	275,297	340,844
27	The Hong Kong and China Gas Company Limited	3	HKD	1,000,000	300,000	557,143	1,000,000	300,000	557,143
28	CK Asset Holdings Limited	1113	HKD	410,000	220,000	321,667	410,000	220,000	321,667
29	China Resources Land Limited - H Shares	1109	HKD	360,000	360,000	360,000	360,000	360,000	360,000
30	Henderson Land Development Company Limited	12	HKD	1,000,000	160,000	585,625	1,000,000	160,000	585,625

GBP1=HKD	10.33122
USD1=HKD	7.84897
RMB1=HKD	1.14707

(exchange rates as at 31 July 2018)

HIGH	5,332,457	1,609,039	2,175,371
LOW	286,768	27,530	278,333
AVERAGE	1,041,607	500,123	666,800

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Appendix 6

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of a list of sample major utility companies listed in HK, UK, Australia and New Zealand (as of 31 July 2018).

No.	Company Name	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	Centrica plc	GBP	495,000	73,000	136,250	5,113,954	754,179	1,407,629
2	National Grid plc	GBP	567,000	84,000	169,429	5,857,802	867,822	1,750,404
3	Pennon Group plc	GBP	266,000	66,000	117,750	2,748,105	681,861	1,216,501
4	Severn Trent Plc	GBP	275,000	61,500	117,825	2,841,086	635,370	1,217,276
5	United Utilities Group plc	GBP	295,000	71,000	119,600	3,047,710	733,517	1,235,614
6	AGL Energy Limited	AUD	539,350	231,700	293,042	3,140,133	1,348,974	1,706,109
7	APA Group	AUD	496,600	210,500	263,169	2,891,240	1,225,546	1,532,187
8	AusNet Services Ltd	AUD	365,787	43,809	199,970	2,129,638	255,059	1,164,240
9	Infigen Energy	AUD	250,000	179,000	214,500	1,455,518	1,042,151	1,248,834
10	Spark Infrastructure	AUD	19,832	13,254	15,795	115,463	77,166	91,958
11	Datang International Power Generation Co., Ltd.	RMB	137,000	63,000	122,200	157,149	72,265	140,172
12	Drax Group plc	GBP	250,000	55,000	111,250	2,582,805	568,217	1,149,348
13	Mercury NZ Limited	NZD	176,667	104,000	120,381	944,699	556,123	643,718
14	Origin Energy Limited	AUD	689,400	238,200	338,123	4,013,735	1,386,817	1,968,573
15	SSE plc	GBP	369,000	63,000	114,571	3,812,220	650,867	1,183,663

GBP1=HKD	10.33122
AUD1=HKD	5.82207
RMB1=HKD	1.14707
NZD1=HKD	5.34734

(exchange rates as at 31 July 2018)

HIGH	5,857,802	1,386,817	1,968,573
LOW	115,463	72,265	91,958
AVERAGE	2,723,417	723,729	1,177,082

Appendix B

Current level of fees payable to CLP's Non-executive Directors

	Current Fees per annum HK$
Board	
Chairman	765,600
Vice Chairman	601,500
Non-executive Director	546,900
Audit & Risk Committee	
Chairman	477,100
Member	339,100
Finance & General Committee	
Chairman	449,900
Member	319,400
Human Resources & Remuneration Committee	
Chairman	86,800
Member	63,100
Sustainability Committee	
Chairman	112,500
Member	79,000
Nomination Committee*	
Chairman	14,000
Member	10,000
Provident & Retirement Fund Committee*	
Chairman	14,000
Member	10,000

Notes: Executive Directors and management serving on the Board and Board Committees are not entitled to any Directors' fees.

* A nominal fee is payable to the Chairman and Member of the Nomination Committee and the Provident & Retirement Fund Committee.

Breakdown of Calculation of Hours Spent by Directors Serving on CLP Holdings Board and Board Committees from 2007 to 2018

1. Number of hours spent by Directors to attend Board and Board Committee meetings held in 2007 to 2018 are as follows:

		Total No. of Hours of Meetings															
		2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Average for 2007 to 2018	Average for 2007 to 2015	Average for 2016 to 2018	Average for 2010 to 2018
(a)	Board (plus AGM, and 1 EGM in 2014)	18.50	21.00	16.00	16.00	19.00	21.50	17.50	20.50	16.50	23.00	17.00	19.00	18.79	18.50	19.67	18.89
(b)	Audit & Risk Committee (known as the Audit Committee until January 2018)	8.50	11.00	12.50	12.00	17.00	17.00	17.00	18.00	17.00	16.00	14.50	13.00	14.46	14.44	14.50	15.72
(c)	Finance & General Committee	9.50	17.50	17.00	15.00	12.50	17.50	15.50	12.50	11.00	9.50	10.00	9.00	13.04	14.22	9.50	12.50
(d)	Human Resources & Remuneration Committee	4.50	2.50	2.00	3.50	2.00	5.00	4.50	4.00	4.50	4.00	4.00	4.00	3.71	3.61	4.00	3.94
(e)	Provident & Retirement Fund Committee	3.00	1.50	3.00	2.00	2.00	2.00	2.00	2.00	3.00	2.00	2.00	2.00	2.21	2.28	2.00	2.11
(f)	Sustainability Committee	5.00	4.50	4.00	5.00	5.00	5.00	6.50	6.00	6.50	5.00	5.50	4.50	5.21	5.28	5.00	5.44
(g)	Nomination Committee	0.00	0.00	0.00	0.00	0.00	1.50	1.00	1.00	1.00	1.00	1.00	2.00	0.71	0.50	1.33	0.94

2. It is estimated that one hour is required by Directors on traveling to and from Board and Board Committee meetings, details are as follows:

		Total No. of Traveling Hours															
		2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Average for 2007 to 2018	Average for 2007 to 2015	Average for 2016 to 2018	Average for 2010 to 2018
(a)	Board (plus AGM, and 1 EGM in 2014)	6.00	7.00	6.00	6.00	7.00	7.00	6.00	7.00	6.00	7.00	6.00	6.00	6.42	6.44	6.33	6.44
(b)	Audit & Risk Committee (known as the Audit Committee until January 2018)	4.00	4.00	4.00	4.00	6.00	5.00	5.00	6.00	6.00	6.00	6.00	6.00	5.17	4.89	6.00	5.56
(c)	Finance & General Committee	7.00	10.00	9.00	7.00	7.00	8.00	8.00	7.00	7.00	6.00	6.00	5.00	7.25	7.78	5.67	6.78
(d)	Human Resources & Remuneration Committee	2.00	1.00	1.00	2.00	1.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	2.33	2.11	3.00	2.67
(e)	Provident & Retirement Fund Committee	2.00	1.00	3.00	2.00	2.00	2.00	2.00	2.00	3.00	2.00	2.00	2.00	2.08	2.11	2.00	2.11
(f)	Sustainability Committee	2.00	2.00	2.00	3.00	2.00	2.00	2.00	3.00	3.00	3.00	3.00	3.00	2.50	2.33	3.00	2.67
(g)	Nomination Committee	0.00	0.00	0.00	0.00	0.00	1.00	1.00	1.00	1.00	1.00	1.00	2.00	0.67	0.44	1.33	0.89

3. The number of hours spent by Directors on pre-meeting preparation is based on an average person's reading speed of 200 words per minute, i.e. two minutes for A4 page - about 400 words per A4 page to go through agenda files of Board and Board Committee meetings, details are as follows:

		Total No. of Pages of Agenda Files															
		2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Average for 2007 to 2018	Average for 2007 to 2015	Average for 2016 to 2018	Average for 2010 to 2018
(a)	Board	943.00	1156.00	1219.00	1129.00	1263.00	1638.00	1458.00	1515.00	1592.00	1479.00	1469.00	1656.00	1376.42	1323.67	1534.67	1466.56
(b)	Audit & Risk Committee (known as the Audit Committee until January 2018)	996.00	812.00	1012.00	1100.00	1390.00	1456.00	1465.00	1839.00	1893.00	1839.00	1776.00	1816.00	1449.50	1329.22	1810.33	1619.33
(c)	Finance & General Committee	636.00	882.00	1537.00	907.00	1109.00	1122.00	1065.00	1097.00	1057.00	956.00	879.00	836.00	1006.92	1045.78	890.33	1003.11
(d)	Human Resources & Remuneration Committee	136.00	75.00	95.00	174.00	129.00	210.00	280.00	263.00	344.00	301.00	418.00	332.00	229.75	189.56	350.33	272.33
(e)	Provident & Retirement Fund Committee	85.00	53.00	130.00	108.00	110.00	68.00	68.00	74.00	84.00	63.00	74.00	58.00	81.25	86.67	65.00	78.56
(f)	Sustainability Committee	147.00	205.00	174.00	216.00	349.00	203.00	218.00	453.00	202.00	226.00	323.00	247.00	246.92	240.78	265.33	270.78
(g)	Nomination Committee	0.00	0.00	0.00	0.00	0.00	75.00	33.00	35.00	33.00	43.00	38.00	67.00	27.00	19.56	49.33	36.00

		Total No. of Hours Spent on Reading Agenda Files															
		2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Average for 2007 to 2018	Average for 2007 to 2015	Average for 2016 to 2018	Average for 2010 to 2018
(a)	Board	31.43	38.53	40.63	37.63	42.10	54.60	48.60	50.50	53.07	49.30	48.97	55.20	45.88	44.12	51.16	48.89
(b)	Audit & Risk Committee (known as the Audit Committee until January 2018)	33.20	27.07	33.73	36.67	46.33	48.53	48.83	61.30	63.10	61.30	59.20	60.53	48.32	44.31	60.34	53.98
(c)	Finance & General Committee	21.20	29.40	51.23	30.23	36.97	37.40	35.50	36.57	35.23	31.87	29.30	27.87	33.56	34.86	29.68	33.44
(d)	Human Resources & Remuneration Committee	4.53	2.50	3.17	5.80	4.30	7.00	9.33	8.77	11.47	10.03	13.93	11.07	7.66	6.32	11.68	9.08
(e)	Provident & Retirement Fund Committee	2.83	1.77	4.33	3.60	3.67	2.27	2.27	2.47	2.80	2.10	2.47	1.93	2.71	2.89	2.17	2.62
(f)	Sustainability Committee	4.90	6.83	5.80	7.20	11.63	6.77	7.27	15.10	6.73	7.53	10.77	8.23	8.23	8.03	8.84	9.03
(g)	Nomination Committee	0.00	0.00	0.00	0.00	0.00	2.50	1.10	1.17	1.10	1.43	1.27	2.23	0.90	0.65	1.64	1.20

4. The number of hours spent by Directors on Board and Committee circulars is based on an average person's reading speed of 200 words per minute, i.e. two minutes for A4 page - about 400 words per A4 page to go through those circulars, details are as follows:

		Total No. of Pages of Circulars															
		2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Average for 2007 to 2018	Average for 2007 to 2015	Average for 2016 to 2018	Average for 2010 to 2018
(a)	Board	638.00	931.00	968.00	681.00	956.00	1054.00	1721.00	1526.00	1102.00	1223.00	971.00	930.00	1058.42	1064.11	1041.33	1129.33
(b)	Audit & Risk Committee (known as the Audit Committee until January 2018)	16.00	41.00	361.00	38.00	44.00	117.00	158.00	105.00	170.00	120.00	181.00	280.00	135.92	116.67	193.67	134.78
(c)	Finance & General Committee	230.00	148.00	77.00	159.00	267.00	136.00	230.00	39.00	24.00	201.00	77.00	108.00	141.33	145.56	128.67	137.89
(d)	Human Resources & Remuneration Committee	12.00	15.00	0.00	0.00	2.00	0.00	12.00	23.00	14.00	20.00	2.00	7.00	8.92	8.67	9.67	8.89
(e)	Provident & Retirement Fund Committee	6.00	0.00	14.00	7.00	44.00	20.00	11.00	0.00	0.00	0.00	0.00	0.00	8.50	11.33	0.00	9.11
(f)	Sustainability Committee	28.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8.00	0.00	56.00	0.00	7.67	4.00	18.67	7.11
(g)	Nomination Committee	2.00	2.00	7.00	10.00	13.00	4.00	28.00	40.00	53.00	34.00	27.00	24.00	20.33	17.67	28.33	25.89

		Total No. of Hours Spent on Reading Circulars															
		2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Average for 2007 to 2018	Average for 2007 to 2015	Average for 2016 to 2018	Average for 2010 to 2018
(a)	Board	21.27	31.03	32.27	22.70	31.87	35.13	57.37	50.87	36.73	40.77	32.37	31.00	35.28	35.47	34.71	37.64
(b)	Audit & Risk Committee (known as the Audit Committee until January 2018)	0.53	1.37	12.03	1.27	1.47	3.90	5.27	3.50	5.67	4.00	6.03	9.33	4.53	3.89	6.45	4.49
(c)	Finance & General Committee	7.67	4.93	2.57	5.30	8.90	4.53	7.67	1.30	0.80	6.70	2.57	3.60	4.71	4.85	4.29	4.60
(d)	Human Resources & Remuneration Committee	0.40	0.50	0.00	0.00	0.07	0.00	0.40	0.77	0.47	0.67	0.07	0.23	0.30	0.29	0.32	0.30
(e)	Provident & Retirement Fund Committee	0.20	0.00	0.47	0.23	1.47	0.67	0.37	0.00	0.00	0.00	0.00	0.00	0.28	0.38	0.00	0.30
(f)	Sustainability Committee	0.93	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.27	0.00	1.87	0.00	0.26	0.13	0.62	0.24
(g)	Nomination Committee	0.07	0.07	0.23	0.33	0.43	0.13	0.93	1.33	1.77	1.13	0.90	0.80	0.68	0.59	0.94	0.86

5. Total number of hours spent by Directors on Board and Committee meetings includes total number of hours of meetings, total number of traveling hours as well as total number of hours spent on reading agenda files and circulars, details are as follows:

		Total Working Hours															
		2007	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**	**Average for 2007 to 2018**	**Average for 2007 to 2015**	**Average for 2016 to 2018**	**Average for 2010 to 2018**
(a)	Board	77.20	97.56	94.90	82.33	99.97	118.23	129.47	128.87	112.30	120.07	104.34	111.20	106.37	104.54	111.87	111.86
(b)	Audit & Risk Committee (known as the Audit Committee until January 2018)	46.23	43.44	62.26	53.94	70.80	74.43	76.10	88.80	91.77	87.30	85.73	88.86	72.47	67.53	87.30	79.75
(c)	Finance & General Committee	45.37	61.83	79.80	57.53	65.37	67.43	66.67	57.37	54.03	54.07	47.87	45.47	58.57	61.71	49.13	57.31
(d)	Human Resources & Remuneration Committee	11.43	6.50	6.17	11.30	7.37	15.00	17.23	16.53	19.43	17.70	21.00	18.30	14.00	12.33	19.00	15.99
(e)	Provident & Retirement Fund Committee	8.03	4.27	10.80	7.83	9.14	6.94	6.63	6.47	8.80	6.10	6.47	5.93	7.28	7.66	6.17	7.15
(f)	Sustainability Committee	12.83	13.33	11.80	15.20	18.63	13.77	15.77	24.10	16.50	15.53	21.14	15.73	16.19	15.77	17.47	17.37
(g)	Nomination Committee	0.07	0.07	0.23	0.33	0.43	5.13	4.03	4.50	4.87	4.56	4.17	7.03	2.95	2.18	5.25	3.89

Appendix D

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of Hang Seng Index Constituent Stocks (as of 31 July 2018) (excluding CLP Holdings Limited).

No.	Company Name	Stock Code	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	HSBC Holdings plc (5) (8)	5	GBP	259,000	121,000	193,769	2,675,786	1,250,078	2,001,873
2	Hang Seng Bank Limited	11	HKD	920,000	500,000	654,143	920,000	500,000	654,143
3	The Bank of East Asia, Limited (5)	23	HKD	900,000	300,000	563,636	900,000	300,000	563,636
4	Hong Kong Exchanges and Clearing Limited (5)	388	HKD	3,240,108	793,000	1,267,382	3,240,108	793,000	1,267,382
5	China Construction Bank Corporation - H Shares (5) (7)	939	RMB	470,000	390,000	435,000	539,123	447,357	498,975
6	AIA Group Limited (5) (8)	1299	USD	679,383	205,000	277,154	5,332,457	1,609,039	2,175,371
7	Industrial and Commercial Bank of China Limited - H Shares (5) (7)	1398	RMB	470,000	437,000	455,500	539,123	501,270	522,490
8	Ping An Insurance (Group) Company of China, Ltd. - H Shares (5) (11)	2318	RMB	910,500	620,000	671,050	1,044,407	711,183	769,741
9	BOC Hong Kong (Holdings) Limited (7)	2388	HKD	712,000	500,000	612,500	712,000	500,000	612,500
10	China Life Insurance Company Limited - H Shares (5)	2628	RMB	320,000	300,000	315,000	367,062	344,121	361,327
11	Bank of Communications Co., Ltd. - H Shares (7)	3328	RMB	831,000	24,000	309,167	953,215	27,530	354,636
12	Bank of China Limited - H Shares (5) (7)	3988	RMB	600,000	400,000	487,500	688,242	458,828	559,197
13	The Hong Kong and China Gas Company Limited	3	HKD	1,000,000	300,000	557,143	1,000,000	300,000	557,143
14	Power Assets Holdings Limited (5) (8)	6	HKD	160,000	70,000	132,500	160,000	70,000	132,500
15	China Resources Power Holdings Company Limited (7)	836	HKD	345,000	300,000	333,750	345,000	300,000	333,750
16	CK Infrastructure Holdings Limited (5)	1038	HKD	180,000	75,000	131,250	180,000	75,000	131,250
17	Henderson Land Development Company Limited	12	HKD	1,000,000	160,000	585,625	1,000,000	160,000	585,625
18	Sun Hung Kai Properties Limited	16	HKD	970,000	300,000	496,000	970,000	300,000	496,000
19	New World Development Company Limited (6)	17	HKD	9,600,000	300,000	1,928,571	9,600,000	300,000	1,928,571
20	Sino Land Company Limited	83	HKD	270,000	130,000	212,000	270,000	130,000	212,000
21	Hang Lung Properties Limited	101	HKD	1,100,000	700,000	916,667	1,100,000	700,000	916,667
22	China Overseas Land & Investment Ltd.	688	HKD	500,000	300,000	450,000	500,000	300,000	450,000
23	Link Real Estate Investment Trust	823	HKD	1,975,000	577,000	780,909	1,975,000	577,000	780,909
24	China Resources Land Limited - H Shares (5) (7)	1109	HKD	360,000	360,000	360,000	360,000	360,000	360,000
25	CK Asset Holdings Limited (5)	1113	HKD	410,000	220,000	321,667	410,000	220,000	321,667
26	Wharf Real Estate Investment Company Limited (5)	1997	HKD	0	0	0	0	0	0
27	Country Garden Holdings Company Limited (5)	2007	RMB	370,000	240,000	297,143	424,416	275,297	340,844
28	CK Hutchison Holdings Limited (8)	1	HKD	410,000	220,000	278,333	410,000	220,000	278,333
29	Swire Pacific Limited (5) (7)	19	HKD	950,000	748,000	839,000	950,000	748,000	839,000
30	Galaxy Entertainment Group Limited	27	HKD	550,000	220,000	437,500	550,000	220,000	437,500
31	MTR Corporation Limited (5)	66	HKD	1,700,000	400,000	546,667	1,700,000	400,000	546,667
32	China Merchants Port Holdings Company Limited	144	HKD	270,000	270,000	270,000	270,000	270,000	270,000
33	Want Want China Holdings Limited	151	RMB	1,423,000	66,000	319,444	1,632,281	75,707	366,425
34	Geely Automobile Holdings Limited (6)	175	RMB	303,000	243,000	264,250	347,562	278,738	303,113

35	CITIC Limited - H Shares (5) (7)	267	HKD	760,000	380,000	541,429	760,000	380,000	541,429
36	WH Group Limited (7) (12)	288	USD	0	0	0	0	0	0
37	China Petroleum & Chemical Corporation - H Shares	386	RMB	300,000	300,000	300,000	344,121	344,121	344,121
38	Tencent Holdings Limited - H Shares (6) (7)	700	RMB	920,000	627,000	752,500	1,055,304	719,213	863,170
39	China Unicom (Hong Kong) Limited	762	RMB	372,000	260,000	337,400	426,710	298,238	387,021
40	PetroChina Company Limited - H Shares (5) (7)	857	RMB	250,000	250,000	250,000	286,768	286,768	286,768
41	CNOOC Limited - H Shares (5) (7)	883	RMB	972,000	824,000	898,000	1,114,952	945,186	1,030,069
42	China Mobile Limited - H Shares (5)	941	HKD	470,000	455,000	461,667	470,000	455,000	461,667
43	Hengan International Group Company Limited - H Shares	1044	RMB	104,000	104,000	104,000	119,295	119,295	119,295
44	China Shenhua Energy Company Limited - H Shares (5) (10)	1088	RMB	0	0	0	0	0	0
45	CSPC Pharmaceutical Group Limited - H Shares	1093	HKD	350,000	80,000	166,667	350,000	80,000	166,667
46	Sands China Ltd. (5)	1928	USD	180,000	150,000	162,000	1,412,815	1,177,346	1,271,533
47	AAC Technologies Holdings Inc.	2018	RMB	933,000	355,000	541,800	1,070,216	407,210	621,483
48	China Mengniu Dairy Company Limited (5) (7)	2319	RMB	892,000	150,000	342,400	1,023,186	172,061	392,757
49	Sunny Optical Technology (Group) Company Limited (6)	2382	RMB	970,000	84,000	305,500	1,112,658	96,354	350,430

GBP1=HKD	10.33122	**HIGH**	9,600,000	1,609,039	2,175,371
USD1=HKD	7.84897	**LOW**	119,295	27,530	119,295
RMB1=HKD	1.14707	**AVERAGE**	1,121,996	417,455	603,601

(exchange rates as at 31 July 2018)

NOTES

1 Figures rounded up/down to nearest whole unit.
2 Converting the average fees from foreign currencies to HKD, the non-rounded average fees in foreign currencies are used.
3 The average highest fee, average lowest fee, average average fee are calculated by using the non-rounded figures.
4 HKD average fee calculated by multiplying the average fee in original currency with the exchange rate (in cases in which it makes a difference).
5 Directors who did not serve for the whole year are excluded.
6 Share options and share-based compensations are excluded.
7 Directors not receiving any remuneration are excluded.
8 Emoluments for the duties in subsidiaries are excluded.
9 Directors resigned on the last day of the period or appointed on the first day of the period are assumed to be serving for the whole period.
10 The emoluments received from shareholders are not included.
11 The directors' remuneration is inclusive of income tax, assumed to be paid by the company.
12 Not applicable as figures less than US$1 Million are not shown in the Annual Report.

SOURCE

Adapted from HKEX, Hang Seng Indexes and individual companies' websites.

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of Hang Seng HK 35 Index Constituent Stocks (as of 31 July 2018) (excluding CLP Holdings Limited).

No.	Company Name	Stock Code	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	CK Hutchison Holdings Limited (8)	1	HKD	410,000	220,000	278,333	410,000	220,000	278,333
2	The Hong Kong and China Gas Company Limited	3	HKD	1,000,000	300,000	557,143	1,000,000	300,000	557,143
3	The Wharf (Holdings) Limited (5)	4	HKD	350,000	200,000	277,750	350,000	200,000	277,750
4	HSBC Holdings plc (5) (8)	5	GBP	259,000	121,000	193,769	2,675,786	1,250,078	2,001,873
5	Power Assets Holdings Limited (5) (8)	6	HKD	160,000	70,000	132,500	160,000	70,000	132,500
6	Hang Seng Bank Limited	11	HKD	920,000	500,000	654,143	920,000	500,000	654,143
7	Henderson Land Development Company Limited	12	HKD	1,000,000	160,000	585,625	1,000,000	160,000	585,625
8	Hysan Development Company Limited	14	HKD	446,000	255,000	310,125	446,000	255,000	310,125
9	Sun Hung Kai Properties Limited	16	HKD	970,000	300,000	496,000	970,000	300,000	496,000
10	New World Development Company Limited (6)	17	HKD	9,600,000	300,000	1,928,571	9,600,000	300,000	1,928,571
11	Swire Pacific Limited (5) (7)	19	HKD	950,000	748,000	839,000	950,000	748,000	839,000
12	Wheelock and Company Limited	20	HKD	350,000	200,000	262,500	350,000	200,000	262,500
13	Galaxy Entertainment Group Limited	27	HKD	550,000	220,000	437,500	550,000	220,000	437,500
14	MTR Corporation Limited (5)	66	HKD	1,700,000	400,000	546,667	1,700,000	400,000	546,667
15	Sino Land Company Limited	83	HKD	270,000	130,000	212,000	270,000	130,000	212,000
16	Hang Lung Properties Limited	101	HKD	1,100,000	700,000	916,667	1,100,000	700,000	916,667
17	WH Group Limited (7) (9)	288	USD	0	0	0	0	0	0
18	Hong Kong Exchanges and Clearing Limited (5)	388	HKD	3,240,108	793,000	1,267,382	3,240,108	793,000	1,267,382
19	Li & Fung Limited (5)	494	USD	71,000	58,000	67,250	557,277	455,240	527,843
20	ASM Pacific Technology Limited (5)	522	HKD	500,000	300,000	391,667	500,000	300,000	391,667
21	Yue Yuen Industrial (Holdings) Limited	551	USD	36,000	35,000	35,200	282,563	274,714	276,284
22	Techtronic Industries Company Limited (6)	669	USD	383,000	49,000	112,857	3,006,156	384,600	885,812
23	Link Real Estate Investment Trust	823	HKD	1,975,000	577,000	780,909	1,975,000	577,000	780,909
24	SJM Holdings Limited (6) (8)	880	HKD	3,000,000	800,000	1,740,000	3,000,000	800,000	1,740,000
25	CK Infrastructure Holdings Limited (5)	1038	HKD	180,000	75,000	131,250	180,000	75,000	131,250
26	CK Asset Holdings Limited	1113	HKD	410,000	220,000	321,667	410,000	220,000	321,667
27	Wynn Macau, Limited (6) (7)(11)	1128	HKD	1,325,000	1,050,000	1,131,250	1,325,000	1,050,000	1,131,250
28	AIA Group Limited (5) (7) (8)	1299	USD	679,383	205,000	277,154	5,332,457	1,609,039	2,175,371
29	Sands China Ltd. (5)	1928	USD	180,000	150,000	162,000	1,412,815	1,177,346	1,271,533
30	Swire Properties Limited (5) (7)	1972	HKD	655,000	575,000	609,500	655,000	575,000	609,500
31	Wharf Real Estate Investment Company Limited (5)	1997	HKD	0	0	0	0	0	0

32	MGM China Holdings Limited (7)	2282	HKD	1,013,000	623,000	759,500	1,013,000	623,000	759,500
33	BOC Hong Kong (Holdings) Limited (7)	2388	HKD	712,000	500,000	612,500	712,000	500,000	612,500
34	China State Construction International Holdings Limited	3311	HKD	360,000	250,000	332,500	360,000	250,000	332,500

GBP1=HKD	10.33122	**HIGH**	9,600,000	1,609,039	2,175,371
USD1=HKD	7.84897	**LOW**	160,000	70,000	131,250
(exchange rates as at 31 July 2018)		**AVERAGE**	1,450,411	488,032	739,105

NOTES

1 Figures rounded up/down to nearest whole unit.
2 Converting the average fees from foreign currencies to HKD, the non-rounded average fees in foreign currencies are used.
3 The average highest fee, average lowest fee, average average fee are calculated by using the non-rounded figures.
4 HKD average fee calculated by multiplying the average fee in original currency with the exchange rate (in cases in which it makes a difference).
5 Directors who did not serve for the whole year are excluded.
6 Share options and share-based compensations are excluded.
7 Directors not receiving any remuneration are excluded.
8 Emoluments for the duties in subsidiaries are excluded.
9 Directors resigned on the last day of the period or appointed on the first day of the period are assumed to be serving for the whole period.
10 Not applicable as figures less than US$1 Million are not shown in the Annual Report.
11 Emoluments charged to the Group through the corporate allocation agreement are not included.

SOURCE

Adapted from HKEX, Hang Seng Indexes and individual companies' websites

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of the thirty largest companies by market capitalisation listed on the Main Board of the Hong Kong Stock Exchange (as of 31 July 2018).

No.	Company Name	Stock Code	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	Tencent Holdings Limited - H Shares (6) (7)	700	RMB	920,000	627,000	752,500	1,055,304	719,213	863,170
2	Industrial and Commercial Bank of China Limited - H Shares (5) (7)	1398	RMB	470,000	437,000	455,500	539,123	501,270	522,490
3	China Construction Bank Corporation - H Shares (5) (7)	939	RMB	470,000	390,000	435,000	539,123	447,357	498,975
4	PetroChina Company Limited - H Shares (5) (7)	857	RMB	250,000	250,000	250,000	286,768	286,768	286,768
5	HSBC Holdings plc (5) (8)	5	GBP	259,000	121,000	193,769	2,675,786	1,250,078	2,001,873
6	China Mobile Limited - H Shares (5)	941	HKD	470,000	455,000	461,667	470,000	455,000	461,667
7	Ping An Insurance (Group) Company of China, Ltd. - H Shares (5) (10)	2318	RMB	910,500	620,000	671,050	1,044,407	711,183	769,741
8	Bank of China Limited - H Shares (5) (7)	3988	RMB	600,000	400,000	487,500	688,242	458,828	559,197
9	China Petroleum & Chemical Corporation - H Shares	386	RMB	300,000	300,000	300,000	344,121	344,121	344,121
10	AIA Group Limited (5) (8)	1299	USD	679,383	205,000	277,154	5,332,457	1,609,039	2,175,371
11	China Life Insurance Company Limited - H Shares (5)	2628	RMB	320,000	300,000	315,000	367,062	344,121	361,327
12	CNOOC Limited - H Shares (5) (7)	883	RMB	972,000	824,000	898,000	1,114,952	945,186	1,030,069
13	Bank of Communications Co., Ltd. - H Shares (7)	3328	RMB	831,000	24,000	309,167	953,215	27,530	354,636
14	China Shenhua Energy Company Limited - H Shares (5) (10)	1088	RMB	0	0	0	0	0	0
15	Hang Seng Bank Limited	11	HKD	920,000	500,000	654,143	920,000	500,000	654,143
16	BOC Hong Kong (Holdings) Limited (7)	2388	HKD	712,000	500,000	612,500	712,000	500,000	612,500
17	Sun Hung Kai Properties Limited	16	HKD	970,000	300,000	496,000	970,000	300,000	496,000
18	CK Hutchison Holdings Limited (8)	1	HKD	410,000	220,000	278,333	410,000	220,000	278,333
19	Sands China Ltd. (5)	1928	USD	180,000	150,000	162,000	1,412,815	1,177,346	1,271,533
20	CITIC Limited - H Shares (5) (7)	267	HKD	760,000	380,000	541,429	760,000	380,000	541,429
21	China Unicom (Hong Kong) Limited	762	RMB	372,000	260,000	337,400	426,710	298,238	387,021
22	Hong Kong Exchanges and Clearing Limited (5)	388	HKD	3,240,108	793,000	1,267,382	3,240,108	793,000	1,267,382
23	Galaxy Entertainment Group Limited	27	HKD	550,000	220,000	437,500	550,000	220,000	437,500
24	China Overseas Land & Investment Ltd.	688	HKD	500,000	300,000	450,000	500,000	300,000	450,000
25	MTR Corporation Limited (5)	66	HKD	1,700,000	400,000	546,667	1,700,000	400,000	546,667
26	Country Garden Holdings Company Limited (5)	2007	RMB	370,000	240,000	297,143	424,416	275,297	340,844
27	The Hong Kong and China Gas Company Limited	3	HKD	1,000,000	300,000	557,143	1,000,000	300,000	557,143
28	CK Asset Holdings Limited (5)	1113	HKD	410,000	220,000	321,667	410,000	220,000	321,667
29	China Resources Land Limited - H Shares (5) (7)	1109	HKD	360,000	360,000	360,000	360,000	360,000	360,000
30	Henderson Land Development Company Limited	12	HKD	1,000,000	160,000	585,625	1,000,000	160,000	585,625

GBP1=HKD	10.33122
USD1=HKD	7.84897
RMB1=HKD	1.14707

HIGH	5,332,457	1,609,039	2,175,371
LOW	286,768	27,530	278,333
AVERAGE	1,041,607	500,123	666,800

(exchange rates as at 31 July 2018)

NOTES

1 Figures rounded up/down to nearest whole unit.
2 Converting the average fees from foreign currencies to HKD, the non-rounded average fees in foreign currencies are used.
3 The average highest fee, average lowest fee, average average fee are calculated by using the non-rounded figures.
4 HKD average fee calculated by multiplying the average fee in original currency with the exchange rate (in cases in which it makes a difference).
5 Directors who did not serve for the whole year are excluded.
6 Share options and share-based compensations are excluded.
7 Directors not receiving any remuneration are excluded.
8 Emoluments for the duties in subsidiaries are excluded.
9 Directors resigned on the last day of the period or appointed on the first day of the period are assumed to be serving for the whole period.
10 The directors' remuneration is inclusive of income tax, assumed to be paid by the company.

SOURCE

Adapted from HKEx and individual companies' websites

Highest, lowest and average fees (excluding share options and those who received zero remuneration) for NEDs serving on the boards of a list of sample major utility companies listed in HK, UK, Australia and New Zealand (as of 31 July 2018).

No.	Company Name	Currency	Highest Fee	Lowest Fee	Average Fee	Highest Fee HKD	Lowest Fee HKD	Average Fee HKD
1	Centrica plc	GBP	495,000	73,000	136,250	5,113,954	754,179	1,407,629
2	National Grid plc (5) (10)	GBP	567,000	84,000	169,429	5,857,802	867,822	1,750,404
3	Pennon Group plc	GBP	266,000	66,000	117,750	2,748,105	681,861	1,216,501
4	Severn Trent Plc (5)	GBP	275,000	61,500	117,825	2,841,086	635,370	1,217,276
5	United Utilities Group plc (5) (11)	GBP	295,000	71,000	119,600	3,047,710	733,517	1,235,614
6	AGL Energy Limited (5)	AUD	539,350	231,700	293,042	3,140,133	1,348,974	1,706,109
7	APA Group	AUD	496,600	210,500	263,169	2,891,240	1,225,546	1,532,187
8	AusNet Services Ltd (5)	AUD	365,787	43,809	199,970	2,129,638	255,059	1,164,240
9	Infigen Energy (5) (7)	AUD	250,000	179,000	214,500	1,455,518	1,042,151	1,248,834
10	Spark Infrastructure (5)	AUD	19,832	13,254	15,795	115,463	77,166	91,958
11	Datang International Power Generation Co., Ltd. (5) (7) (9)	RMB	137,000	63,000	122,200	157,149	72,265	140,172
12	Drax Group plc (5) (9)	GBP	250,000	55,000	111,250	2,582,805	568,217	1,149,348
13	Mercury NZ Limited (5) (12)	NZD	176,667	104,000	120,381	944,699	556,123	643,718
14	Origin Energy Limited (5)	AUD	689,400	238,200	338,123	4,013,735	1,386,817	1,968,573
15	SSE plc (9)	GBP	369,000	63,000	114,571	3,812,220	650,867	1,183,663

GBP1=HKD	10.33122
AUD1=HKD	5.82207
RMB1=HKD	1.14707
NZD1=HKD	5.34734

(exchange rates as at 31 July 2018)

HIGH	5,857,802	1,386,817	1,968,573
LOW	115,463	72,265	91,958
AVERAGE	2,723,417	723,729	1,177,082

NOTES

1 Figures rounded up/down to nearest whole unit.
2 Converting the average fees from foreign currencies to HKD, the non-rounded average fees in foreign currencies are used.
3 The average highest fee, average lowest fee, average average fee are calculated by using the non-rounded figures.
4 HKD average fee calculated by multiplying the average fee in original currency with the exchange rate (in cases in which it makes a difference).
5 Directors who did not serve for the whole year are excluded.
6 Share options and share-based compensations are excluded.
7 Directors not receiving any remuneration are excluded.
8 Directors resigned in the last day of the period or appointed in the first day of the period are assumed to be serving for the whole period.
9 Not included in the FTSE index.

10 Emoluments for the duties in subsidiaries are excluded.
11 The directors' remuneration is inclusive of taxable benefits, assumed to be paid by the company.
12 New Zealand based company listed on both the New Zealand and Australian stock exchanges.

SOURCE
Adapted from London Stock Exchange, Australian Stock Exchange and individual companies' websites