

CLP HOLDINGS LIMITED

Board Committees	SECTION
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A. Functions

The Nomination Committee is appointed by the CLP Holdings Board of Directors to, having regard to the independence and quality of nominees, make recommendations to the Board so as to ensure that all nominations are fair and transparent.

B. Authority

The Committee is authorised by the Board to:

1. make full use of intermediary agencies for identifying qualified director candidates at the Company's expense;
2. conduct interviews with prospective candidates for nomination; and
3. where necessary, seek independent professional advice, at the Company's expense, to perform its responsibilities.

C. Responsibilities

1. to review and monitor the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board on an annual basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. to identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individuals shall be their ability to contribute to the effective carrying out by the Board of its responsibilities set out in the CLP Code on Corporate Governance, in particular those described in paragraphs II.B.34 and 35;
3. to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer;
4. to make recommendations to the Board with particular regard to ensuring a substantial majority of the Directors on the Board being independent of Management;
5. to assess the independence of Independent Non-executive Directors;
6. to review the Board Diversity Policy periodically;

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7. to review regularly the contribution required from a Director to perform his/her responsibilities, and whether he/she is spending sufficient time performing them;
8. to review and monitor the training and continuous professional development of Directors; and
9. to report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

D. Members (as from 2 April 2012)

The Hon. Sir Michael Kadoorie, Chairman	Chairman
Mr. Nicholas C. Allen, Independent Non-executive Director	Member
Mr. Cheng Hoi Chuen Vincent, Independent Non-executive Director	Member

E. Meetings

1. The meetings and proceedings of the Committee are governed by the provisions contained in the Company's Articles of Association and the CLP Code on Corporate Governance for regulating the meetings and proceedings of Directors. Two members present in person shall be a quorum for the Committee meetings until the Board has otherwise determined. All meetings of the Committee may be held by telephone.
2. The Company Secretary, or in her absence, her delegate, shall act as the secretary to the Nomination Committee and must ensure that full minutes are kept of all meetings.
3. Minutes of the Committee meetings shall be circulated to all members of the Committee and made available upon request to other members of the Board. A summary of the minutes shall submit to the Board.