

28 November 2012

The Board of Directors
CLP Holdings Limited
8 Laguna Verde Avenue
Hung Hom, Kowloon
Hong Kong

Dear Directors:

We have conducted a Board Evaluation to assess whether the Board and Board Committees of CLP Holdings Limited (the "Company") are adequately and effectively performing their responsibilities.

The scope of the Board Evaluation was to review the effectiveness of the CLP Holdings Board and Committees in

- the way they function and perform
- fulfilling their governance responsibilities and the CLP Code on Corporate Governance
- complying with the Hong Kong Stock Exchange (HKSE) Corporate Governance Code and Listing Rules.

The evaluation process was carried out through formal interviews with each Director. The evaluation covered the following areas: Board dynamics; organisation of the Board; roles and duties as Directors; Board composition; Board committees, Board involvement and engagement; communication with shareholders and stakeholders; and overall Board effectiveness.

Based on the information provided by the Company and our discussions with Directors, our primary findings are as follows:

- CLP's corporate governance policies and processes are strong. They satisfy and/or exceed current HKSE Governance Code and Listing Rule requirements. Any exceptions to the Code are relatively minor, are recognised by the Company and are capable of being suitably explained.
- CLP's Board practices also honour the Company's own Code of Corporate Governance.
- CLP Directors generally understand their duties and responsibilities individually and as a Board.

Amsterdam
Atlanta
Barcelona
Beijing
Bogota
Boston
Brussels
Budapest
Buenos Aires
Calgary
Chicago
Copenhagen
Dallas
Dubai
Frankfurt
Geneva
Hong Kong
Houston
Istanbul
Johannesburg
London
Los Angeles
Madrid
Melbourne
Mexico City
Miami
Milan
Minneapolis/St. Paul
Montreal
Mumbai
Munich
New Delhi
New York
Orange County
Paris
Philadelphia
Prague
Rome
San Francisco
Santiago
Sao Paulo
Shanghai
Silicon Valley
Singapore
Stamford
Stockholm
Sydney
Tokyo
Toronto
Vienna
Warsaw
Washington, D.C.
Zurich

SpencerStuart

- CLP's current governance model works relatively well notwithstanding a comparatively large Board.
- While Directors feel that the Board works well, they have also made constructive suggestions on several areas where they think improvements to some Board processes could be considered and/or work to enhance the effectiveness of the Board in the near term.
- The existing Board Committee structure is also generally effective in assisting the Board with governance of the Company. The Finance and General Committee and the Audit Committee, which are 'core' to CLP's governance model, work well and fulfil their charters. Directors however are anticipating enhanced contributions from several Committees to better assist the Board and to address emerging needs as CLP further develops.

Our findings are subject to reliance on information provided by the Board, Directors and Company Secretariat, which has been verified to the best of Spencer Stuart's ability.

Consistent with the purpose of our Board Evaluation, our report and this letter have been prepared for the Company's Board of Directors and does not purport to provide information for the purposes and reliance of other stakeholders.

Yours faithfully



Spencer Stuart
Hong Kong
28 November 2012