

*Corporate Governance  
Report*



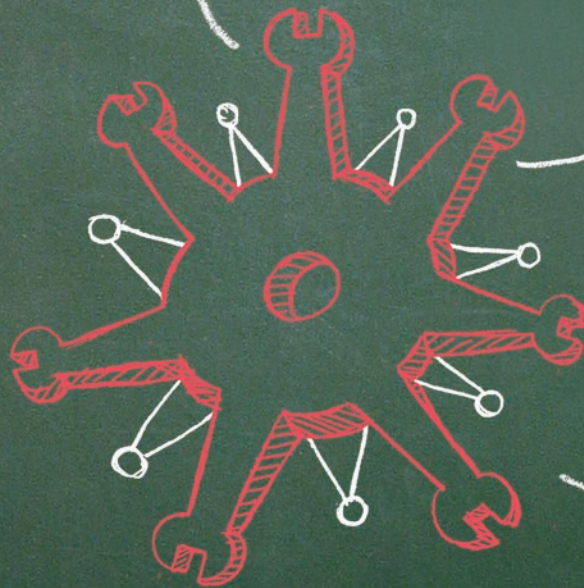
*Risk Management  
Report*



*Board of Directors and  
Senior Management*



*Audit Committee  
Report*

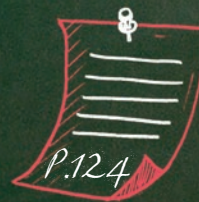


# PROCESS



*Directors'  
Report*

*Remuneration  
Report*



All of the phases in our corporate cycle are accompanied by processes which encourage, enable, monitor, and measure what we are doing.



# Board of Directors



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## Non-executive Directors

### 1 The Honourable Sir Michael Kadoorie

GBS, LLD (Hon.), DSc (Hon.), aged 69, Chairman, **N** (Appointed on 19 January 1967)

The Hon. Sir Michael Kadoorie is an Officier de la Légion d'Honneur, Commandeur de l'Ordre de Léopold II and Commandeur de l'Ordre des Arts et des Lettres. He is the Chairman of The Hongkong and Shanghai Hotels, Ltd. and Heliservices (Hong Kong) Ltd., a Director of Sir Elly Kadoorie & Sons Ltd. and Hutchison Whampoa Ltd. as well as an Alternate Director of Hong Kong Aircraft Engineering Company Ltd. He is the brother-in-law of a fellow Director, Mr. R. J. McAulay.

### 2 William Elkin Mocatta

FCA, aged 57, Vice Chairman, **F&G, H, P** (Appointed on 16 January 1993)

Mr. Mocatta is a Fellow of The Institute of Chartered Accountants in England and Wales. He is an Executive Director of Sir Elly Kadoorie & Sons Ltd. He is the Chairman of CLP Power Hong Kong Ltd., CLP Properties Ltd. and Kar Ho Development Co. Ltd.; the Deputy Chairman of Hong Kong Pumped Storage Development Co., Ltd.; an Alternate Director of Hutchison Whampoa Ltd., as well as a Director of The Hongkong and Shanghai Hotels, Ltd. and other companies in Hong Kong.

### 3 Ronald James McAulay

MA, CA, aged 75 (Appointed on 1 January 1968)

Mr. McAulay holds an MA degree from the University of Glasgow and is a Member of The Institute of Chartered Accountants in Scotland. He is the brother-in-law of the Chairman. Mr. McAulay is a Director of Sir Elly Kadoorie & Sons Ltd. and a Non-executive Director of The Hongkong and Shanghai Hotels, Ltd. He is also a trustee or council member of a number of commercial, artistic or charitable organisations, in Hong Kong and elsewhere.

### 4 John Andrew Harry Leigh

aged 57 (Appointed on 10 February 1997)

Prior to joining the CLP Group in 1986, Mr. Leigh was in private practice as a solicitor in Hong Kong and the U.K. He was the Senior Legal Advisor, Company Secretary and General Manager - Corporate Affairs in the CLP Group between 1986 and 1996. Mr. Leigh is a Director of The Hongkong and Shanghai Hotels, Ltd. and also a Director of Sir Elly Kadoorie & Sons Ltd.

### 5 Ian Duncan Boyce

FCA, aged 66, **F&G** (Appointed on 19 November 1999)

A chartered accountant from the U.K., Mr. Boyce spent 18 years with the Warburg group, six years of which were as Managing Director of East Asia Warburg in Hong Kong. Mr. Boyce was Managing Director (Vice Chairman from April 1998) of Schroders Asia before joining Sir Elly Kadoorie & Sons Ltd. in 1999, of which he became Chairman in April 2006. Mr. Boyce is also the Deputy Chairman of The Hongkong and Shanghai Hotels, Ltd. and a Non-executive Director of Tai Ping Carpets International Ltd.

### 6 Lee Yui Bor

BSc, MSc, PhD, DIC, C.Eng., MIET, FHKIE, aged 64 (Appointed on 4 August 2003)

Dr. Lee holds a BSc degree in Electrical Engineering from the University of Hong Kong, an MSc degree from Imperial College, University of London and a PhD from the University of Bath, U.K. He is a Chartered Engineer, a Fellow of the Hong Kong Institution of Engineers and an Honorary Professor of the University of Hong Kong. Dr. Lee is the Chairman of Longmen Group Ltd. and UPS Consultancy Ltd., and a Director of Metrojet Ltd. and Heliservices (Hong Kong) Ltd. He first joined the CLP Group in 1976 and retired as an Executive Director in 2007.

### 7 Paul Arthur Theys

aged 53 (Appointed on 1 January 2008)

Mr. Theys is Lead Country Manager for ExxonMobil's business in the Chinese mainland and Hong Kong. He is the Chairman of ExxonMobil (China) Investment Co., Ltd. and ExxonMobil Hong Kong Ltd.; and ExxonMobil's representative on the boards of the Fujian joint venture companies - Fujian Refining & Petrochemical Co. Ltd. and Sinopec SenMei (Fujian) Petroleum Company Limited. Mr. Theys graduated from the University of Leuven, Belgium in 1980 with a Master Degree in Chemical Engineering (greatest distinction).

## Independent Non-executive Directors

### 8 The Honourable Sir Sze Yuen Chung

GBM, GBE, PhD, FEng., JP, aged 93, **N** (Appointed on 23 March 1967)

Sir S. Y. is the Chairman and an Independent Non-executive Director of Transport International Holdings Limited (previously known as The Kowloon Motor Bus Holdings Ltd.) as well as other companies in Hong Kong. He has contributed significantly in Hong Kong's political, industrial, social and tertiary education fields for over four decades. He was Senior Member of Hong Kong Legislative Council (1974-78), Executive Council (1980-88), and again Convenor of HKSAR Executive Council (1997-99). He was deeply involved in the Sino-British negotiations on Hong Kong's future (1982-85) and the establishment of the HKSAR (1993-97).

### 9 Vernon Francis Moore

BBS, FCA, FCPA, aged 64, **A, F&G, H** (Appointed on 7 March 1997)

Mr. Moore is an Executive Director of CITIC Pacific Ltd., and until November 2009 a Non-executive Director of Cathay Pacific Airways Limited. He is also the Chairman of both the New Hong Kong Tunnel Company Ltd. and the Western Harbour Tunnel Company Ltd., and Deputy Chairman of the Community Chest of Hong Kong.

### 10 Loh Chung Hon Hansen

aged 73, **A, N** (Appointed on 5 May 2000)

Mr. Loh is the Managing Director of Wyler Textiles Ltd. and a Non-executive Director of CITIC Pacific Ltd., of which he is also a member of the Audit Committee.

### 11 Tsui Lam Sin Lai Judy

PhD, MSc, BCom, FCPA, FCPA(Aust.), CA, aged 56, **A, S** (Appointed on 10 May 2005)

Professor Judy Tsui is currently Vice President (International and Executive Education) of The Hong Kong Polytechnic University (PolyU), Director of the Graduate School of Business and Chair Professor of Accounting at PolyU. She holds a Bachelor of Commerce in Accounting and Management Information Systems from the University of British Columbia, a Master of Science in Accounting and Finance from the London School of Economics and Political Science and a PhD in Accounting from The Chinese University of Hong Kong. Professor Tsui is also an Independent Non-executive Director of China Vanke Company Limited, a listed company on the Shenzhen Stock Exchange.



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## 12 Sir Roderick Ian Eddington aged 61, F&G, H (Appointed on 1 January 2006)

Sir Rod Eddington was the 1974 Rhodes Scholar at the University of Western Australia. He completed a D Phil in the Department of Engineering Science at Oxford University. He is a Non-executive Director of News Corporation, John Swire & Sons Pty Ltd. and Rio Tinto plc. He is the Non-executive Chairman (Australia and New Zealand) of JP Morgan Chase Bank N.A. Sir Rod Eddington was the Chief Executive of British Airways plc from 2000 until he retired on 30 September 2005. He has close connections with Hong Kong through his previous directorships with Cathay Pacific Airways Limited, Swire Pacific Limited and Hong Kong Aircraft Engineering Company Limited during the period from 1988 to 1996.

## 13 Nicholas Charles Allen aged 55, A, F&G, H, S (Appointed on 12 May 2009)

Mr. Allen holds a Bachelor of Arts degree in Economics / Social Studies from Manchester University, United Kingdom. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. He is also an Independent Non-executive Director of Lenovo Group Ltd. and Hysan Development Co. Ltd., and a Director of Vinaland Ltd. Mr. Allen joined Coopers & Lybrand (C&L) in London in 1977 and transferred to C&L Hong Kong in 1983. He was admitted to partnership in C&L Hong Kong in 1988, which was subsequently merged with Price Waterhouse into PricewaterhouseCoopers (PwC) in 1998. Mr. Allen retired from PwC in June 2007.

## Executive Directors

## 14 Andrew Clifford Winawer Brandler MA, MBA, ACA, aged 54, F&G, S (Appointed on 6 May 2000)

Mr. Brandler holds an MA degree from Cambridge University, MBA degree from Harvard Business School, and is a Member of The Institute of Chartered Accountants in England and Wales. He joined the CLP Group as the Group Managing Director and Chief Executive Officer in May 2000. Immediately prior to joining CLP, Mr. Brandler was Head of Asia-Pacific Corporate Finance at Schroders, the U.K. investment bank, based in Hong Kong. Mr. Brandler was the Chairman of The Hong Kong General Chamber of Commerce from May 2008 to May 2010.

## 15 Tse Pak Wing Peter BSc(Eng.), MSc, FCA, FCPA, aged 59, F&G (Appointed on 17 February 2000)

Mr. Tse holds a BSc degree in Mechanical Engineering from the University of Hong Kong and an MSc degree from the University of Stirling in Scotland. He is a Fellow of The Institute of Chartered Accountants in England and Wales and a Fellow of The Hong Kong Institute of Certified Public Accountants. Mr. Tse was the Chief Financial Officer of the Group until 31 May 2009. As a Group Executive Director, Mr. Tse has an active role in the monitoring of all of the Group's activities, working closely with the Group Chief Executive Officer. This role includes a particular emphasis on the oversight of all aspects of CLP's activities in the Chinese mainland. Before joining the CLP Group in 1981, he worked with Deloitte & Co. in London and Hong Kong, and the Swire Group.

## 16 Peter William Greenwood MA, FCS, FCIS, aged 54, F&G, S (Appointed on 7 September 2001 and reappointed on 1 March 2007)

Mr. Greenwood holds an MA degree in law from Cambridge University. In 2006, he completed full-time study for an MA degree in War Studies from King's College, London University (with distinction). He is a Fellow of The Institute of Chartered Secretaries in England and of The Hong Kong Institute of Chartered Secretaries. He is a solicitor in England and Wales and in Hong Kong, as well as being qualified as an avocat in France. Mr. Greenwood is the Group Executive Director – Strategy. His principal focus is to work on matters impacting the overall direction of the CLP Group. He is also responsible for the oversight of corporate secretarial and legal affairs.

A Audit Committee F&G Finance & General Committee H Human Resources & Remuneration Committee  
N Nomination Committee P Provident & Retirement Fund Committee S Sustainability Committee

▲ The date given is that of appointment to the Board of China Light & Power Co., Ltd., the holding company of the CLP Group prior to the Group Reorganisation in 1998. All of these Directors were appointed to the Board of CLP Holdings Ltd. on 31 October 1997.

Full particulars of Directors, including their directorships in the subsidiary companies of CLP Holdings are available on our website.

# Senior Management



Back row from left to right: Mark Jobling, Richard Lancaster, Ko Yu Ming, Richard McIndoe, Rajiv Mishra, Stefan Robertsson  
Front row from left to right: Peter Littlewood, Betty Yuen, Peter Tse, Andrew Brandler, Peter Greenwood, Mark Takahashi

## Mark Christopher Jobling

Managing Director – Southeast Asia, aged 39

Mr. Jobling is responsible for the Group's activities in Southeast Asia and Taiwan. He has over 10 years' experience in the Asian power sector. He joined CLP in 2002. He holds a Bachelor of Economics degree and Bachelor of Laws (Hons) degree, is a Barrister and Solicitor in Victoria and admitted as a Solicitor in Hong Kong.

## Richard Kendall Lancaster

Group Director – Managing Director Hong Kong, BE, aged 49

Mr. Lancaster was appointed as Managing Director of CLP Power Hong Kong Limited in 2010 and has overall responsibility for the operations of the Hong Kong business. Mr. Lancaster has over 25 years' experience in the power industry and in other industrial operations in Australia, U.K. and Hong Kong. He holds a Bachelor's degree in Electrical Engineering from the University of New South Wales.

## Ko Yu Ming

Managing Director – China, PhD, aged 55

Dr. Ko is responsible for the Group's activities in the Chinese mainland. Dr. Ko joined CLP in 1974 and has been involved in the power market in the Mainland since 1992. Dr. Ko holds a PhD degree from University of Manchester Institute of Science and Technology.

## Richard Iain James McIndoe

Group Director – Managing Director Australia, MA, MBA, aged 46, F&G

Mr. McIndoe became Managing Director of TRUenergy in 2006. He joined CLP in 2002 and has an extensive background in business development and commercial asset management in the regional electricity industry. He holds an MA degree from Cambridge University and an MBA degree from INSEAD Business School in France.

## Rajiv Ranjan Mishra

Managing Director – India, MBA, aged 45

Mr. Mishra is responsible for the management and development of CLP's business in India. He joined CLP in 2002 and has 15 years' experience in the Indian and regional power industry, mostly in project financing, investment appraisal, finance and accounting and general management. He holds a Bachelor's degree in Chemical Engineering (first class distinction) and an MBA degree from the Indian Institute of Management, Lucknow.

## John Stefan Robertsson

Group Director – Corporate Finance and Development, aged 46

Mr. Robertsson is responsible for corporate finance and development activities throughout the CLP Group. He has 18 years' experience in business development, merger and acquisition, corporate finance, and project finance in the Asia-Pacific region. Mr. Robertsson earned his degree in Financial Economics at the Stockholm School of Economics.

## Peter Albert Littlewood

Group Director – Operations, MA, aged 59

Mr. Littlewood is responsible for engineering, construction, operations and fuel procurement activities, and also CLP's carbon venture activities and Research Institute. He joined the CLP Group in 1977 and has over 38 years' experience in the power industry, mostly involved in project development, project management, operations and general management. He holds an MA degree in Engineering (first class honours) from Cambridge University.

## Yuen So Siu Mai Betty

Vice Chairman – CLP Power Hong Kong Limited, B.Comm., HKICPA, aged 53, F&G

Mrs. Yuen was appointed as the Vice Chairman of CLP Power Hong Kong Limited in 2010, with a primary focus on the strategic direction of the Group's Hong Kong electricity business, supporting the relationships with senior government officials and key business partners in the Chinese mainland. She is also responsible for CLP's investments in Guangdong Daya Bay Nuclear Power Station as well as further development of CLP's nuclear business on the Mainland. She worked for ExxonMobil for 13 years before joining CLP in 1999.

## Tse Pak Wing Peter

Group Executive Director

Mr. Tse's biography is on page 97.

## Andrew Clifford Winawer Brandler

Chief Executive Officer

Mr. Brandler's biography is on page 97.

## Peter William Greenwood

Group Executive Director – Strategy

Mr. Greenwood's biography is on page 97.

## Mark Takahashi

Group Director & Chief Financial Officer, BSc (Eng.), MBA, aged 52, F&G, P

Since his appointment in June 2009 Mr. Takahashi is responsible for group finance, treasury and investor relations. He joined CLP in 2003 and has over 20 years' experience in the power industry in the U.S. and in Asia. He holds an MBA degree from Wharton School, University of Pennsylvania and a BSc degree in Civil Engineering from the University of Colorado.

F&G Finance & General Committee P Provident & Retirement Fund Committee

Full particulars of Senior Management, including their directorships in the subsidiary companies of CLP Holdings are available on our website. 