



**中遠海運國際(香港)有限公司**  
COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

**Corporate Governance Committee**

**Terms of Reference**

**Revised version dated 24th August 2017**

## **Corporate Governance Committee Terms of Reference**

### ***Constitution***

1. The board of directors (the “Board”) of COSCO SHIPPING International (Hong Kong) Co., Ltd. (the “Company”) established a Corporate Governance Committee on 30th November 2012 and approved its terms of reference.

### ***Membership***

2. The members of the Corporate Governance Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members (one of which must be the Managing Director). A quorum for the meeting shall be two committee members.
3. The chairman of the Corporate Governance Committee shall be appointed by the Board. In his absence, committee members present may elect another member to chair the committee meeting.

### ***Attendance at meeting***

4. In addition to the members of the Corporate Governance Committee, the Company Secretary shall normally attend the meetings. The Corporate Governance Committee may, from time to time, invite any Board member or senior management of the Company or any other person to attend any of its meetings so as to ensure that the Corporate Governance Committee can better perform its duties and obligations.
5. The Company Secretary or his or her delegate or such other person appointed by the chairman of the Corporate Governance Committee shall be the secretary of the Corporate Governance Committee.

### ***Frequency and procedure of meeting***

6. Meeting(s) shall be held at least once a year. The members of the Corporate Governance Committee may, from time to time, adopt the procedure governing the convening of committee meetings, the means and procedure for passing the resolutions at committee meetings.

### ***Authority***

7. The Corporate Governance Committee is authorised by the Board to carry out such related matters in accordance with its terms of reference. It is authorised to obtain any information it requires from any employees of the Company and all the employees of the Company are required to co-operate with any request made by the Corporate Governance Committee.
  
8. The Corporate Governance Committee is authorised by the Board to seek advice from external professionals at the Company's expense, and if necessary, may invite those external professional(s) to attend the meeting of Corporate Governance Committee.

### ***Duties***

9. The duties of the Corporate Governance Committee are as follows :
  - a. to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
  - b. to review and monitor the training and continuous professional development of directors and/or senior management of the Company;
  - c. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
  - d. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company;
  - e. to review the Company's compliance with the "Corporate Governance Code" as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the corporate governance report of the annual report of the Company; and
  - f. other matters authorised by the Board.

### ***Other procedures***

10. The secretary of the Corporate Governance Committee, in consultation with the chairman of the Corporate Governance Committee, should be responsible for drawing up the agenda of each Corporate Governance Committee meeting. The secretary of the Corporate Governance Committee shall assist the chairman of the Corporate Governance Committee and ensure that all committee members shall have sufficient information in timely manner to enhance effectiveness of the Corporate Governance Committee meeting. The chairman of the Corporate Governance Committee, with the assistance of the Company Secretary, briefs all the committee members on the issues arising at each Corporate Governance Committee meeting.

11. The secretary of the Corporate Governance Committee shall circulate the draft and final versions of the minutes of each meeting to all committee members for their comment and records within seven (7) working days after each meeting. All minutes of the committee meetings shall record in sufficient detail the matters considered, decisions reached, matters of concern raised by committee members and their dissenting views.
  
12. All decisions reached in the Corporate Governance Committee meeting must be reported to the Board.