



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

Nomination Committee

Terms of Reference

Revised version dated 30th April 2019

Nomination Committee Terms of Reference

Constitution

1. The board of directors (the “Board”) of COSCO SHIPPING International (Hong Kong) Co., Ltd. (the “Company”) established a Nomination Committee on 3rd March 2005 and approved its terms of reference.

Membership

2. The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum for the meeting shall be two committee members.
3. The chairman of the Nomination Committee should be an independent non-executive director and shall be appointed by the Board. In his absence, committee members present may elect another member who is an independent non-executive director to chair the committee meeting.

Attendance at meeting

4. The Nomination 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 Nomination 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 Nomination Committee shall be the secretary of the Nomination Committee.

Frequency and procedure of meeting

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

Authority

7. The Nomination 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 Nomination Committee.

8. The Nomination Committee is authorised by the Board to seek advice from professionals, such as external personnel consultants, at the Company's expense, and if necessary, may invite those external professional(s) to attend the meeting of the Nomination Committee.

Duties

9. The duties of the Nomination Committee are as follows:
 - a. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with due regard to the Board Diversity Policy;
 - b. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - c. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman, the Vice Chairman and the Managing Director;
 - d. to assess the independence of independent non-executive directors;
 - e. to monitor the annual checks and assessment on the members of the Board, including the suitability and the sufficiency of time commitment of non-executive directors; and
 - f. to monitor the implementation of Board Diversity Policy and review such policy, as appropriate, to ensure the effectiveness of Board Diversity Policy.

Other procedures

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

11. The secretary of the Nomination 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 Nomination Committee meeting must be reported to the Board.

Revised on 12th December 2006

Revised on 22nd March 2012

Revised on 20th August 2013

Revised on 24th August 2017

Revised on 30th April 2019