



COSCO Pacific Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 1199)

Terms of Reference of Corporate Governance Committee

Establishment

During a meeting of the board of directors (the “Board”) of COSCO Pacific Limited (the “Company”) held on 26th March 2003, a Corporate Governance Committee (the “Committee”) was approved to be established under the Board.

Objectives

The Committee, under the supervision of the Board, is responsible for introducing and proposing relevant principles concerning corporate governance so as to enhance the standard of corporate governance of the Company.

Membership

1. The Committee shall consist of not less than six members, who shall be appointed by the Board from amongst the executive directors and management who are professionals in the relevant aspect of the Company.
2. The Chairman of the Committee shall be appointed by the Board from amongst the executive directors.
3. The Secretary of the Committee shall be appointed by the Committee from amongst the members of the Committee. The Secretary of the Committee shall be responsible for despatching notice of meeting to the members of the Committee, taking minutes at the meetings, circulating the minutes to the members present at the meetings for signature, keeping the minutes thereof for records and copying the minutes to the Company Secretary.
4. The members of the Committee shall have the obligation to keep all matters discussed by the Committee confidential and cannot release any related information to outsiders without the Committee’s permission.

Meetings

1. The quorum of the Committee shall be four. Each member shall be entitled the right of one vote. Any resolution of the Committee meeting shall require a majority of vote.
2. The Committee shall meet regularly and Committee meetings shall be held at least four times a year. In case of necessity, meetings may also be held by at least half of the Committee members as and when required.
3. Seven days' notice shall be given to the Committee members before each meeting (except for special circumstances).
4. All meetings shall be chaired by the Chairman of the Committee. In the event of his absence, he may assign another member to chair the meeting on his behalf.
5. Agenda of Committee meeting and accompanying meeting papers should be sent to all committee members at least 3 days before the intended date of the meeting (except for special circumstances).
6. Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised or dissenting views expressed by members. Draft and final versions of the minutes of Committee meetings shall be sent to all committee members for comments and records respectively, in both cases within a reasonable time after the Committee meeting is held.

Authority

1. The Committee is authorized by the Board to investigate any activities within the scope of its terms of reference and obtain any information required from relevant parties to facilitate its understanding of the issue.
2. The Committee is authorized by the Board subject to prior discussion in particular the costs, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Roles and Responsibilities

The roles and responsibilities of the Committee shall be:

1. to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board.

2. to review and monitor the training and continuous professional development of directors and senior management.
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements.
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors.
5. to review the Company's compliance with the Corporate Governance Code as set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the Corporate Governance Report.
6. to review the Company's disclosure systems.
7. to consider other topics, as authorized by the Board.

Reporting Procedures

The Committee reports directly to the Board on its decisions or recommendations by way of minutes (in written form) after the Committee meeting has been held.

Date of Adoption

These terms of reference were approved and adopted by the Board on 26th March 2003 and amended by the Board on 1st January 2005, 25th February 2009 and 27th March 2012.

Supplementary Provisions

1. The Board shall be vested with final interpretation power of these terms of reference.
2. In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.