

COSCO Pacific Limited
Work Regulations of the Remuneration Committee
(Formerly known as Remuneration and Assessment Committee)

Chapter 1 General Provisions

- Article 1 In order to ensure the continuous, standardized and healthy development of the Company, perfect the Company's governance structure, improve its regular operations, enhance the scientificity of the decision-making of the Board and establish a sound performance assessment and remuneration management system of the Directors and Senior Management personnel, the Company formulates these work regulations ("the Regulations") in accordance with Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules"), Bye-laws of the Company and other related regulations.
- Article 2 The Remuneration Committee ("the Committee") is a body mainly responsible for formulating and examining the remuneration and welfare policy and scheme of the Directors and the Senior Management of the Company. The Committee is responsible to the Board.
- Article 3 The Directors as referred herein shall refer to the Directors of the Company, and the Senior Management shall refer to the General Manager, the Deputy General Manager, the Financial Controller and the Company Secretary and other senior management personnel proposed by the General Manager to the Board for approval (The members of the Senior Management must be the same as those disclosed in the latest Annual Report of the Company).

Chapter 2 Composition of the Committee

Article 4 The Committee shall comprise five members, three of which shall be Independent Non-executive Directors.

Article 5 Members of the Committee shall be nominated by the Chairman of the Board of the Company or more than one half of the Independent Non-executive Directors or one third of all Directors and shall be appointed by the Board through election.

Article 6 The Committee shall have a Chairman, who shall be an Independent Non-executive Director. The Chairman of the Committee shall be elected by the Committee and appointed by the Board.

Article 7 The term of office of the members of the Committee shall be in congruence with the term of the Board and the members may be re-elected for appointment upon the expiry of the current term of office. During the term, any member ceases to hold office as a Director will automatically lose the qualification as a member and the Committee shall appoint replacement in accordance with Articles 4 to 6 above.

Article 8 The working group subordinated to the Committee shall be responsible for delivering relevant information to the Committee, preparing meetings of the Committee and implementation of the resolutions passed by the Committee.

Chapter 3 Terms of Reference

Article 9 The major terms of reference of the Committee are:

- (I) To determine the remuneration packages of Executive Directors and Senior Management, according to the major scope, responsibilities and duties, importance of position of the Directors and the Senior

Management as well as the remuneration level of the corresponding position in the market, including benefits in kind, pension rights and compensation payments which include compensation payable for loss or termination of their office or appointment;

- (II) To examine the remuneration of the Non-executive Directors and make recommendations to the Board in regard to the remuneration of Non-executive Directors;
- (III) To examine the implementation of functions and duties by the Executive Directors and the Senior Management;
- (IV) To be responsible for the supervision of the implementation of the Company's remuneration system and to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (V) To review and approve the compensation payable to Executive Directors and Senior Management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and such compensation is otherwise fair and not excessive for the Company;
- (VI) To review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (VII) To ensure that no director or any of his associates is involved in deciding his own remuneration ;

(VIII) Other matters authorized by the Board.

Article 10 The Committee should be provided with sufficient resources to discharge its duties.

Article 11 The Committee should consult the Chairman and/or the Chief Executive Officer (or the Managing Director) about their proposals relating to the remunerations of Executive Directors. The remuneration plan of the Directors proposed by the Committee shall be approved by the Board and shall be implemented upon approval at the general meeting. The Board shall be entitled to veto the remuneration plan and scheme that are detrimental to the interests of the shareholders.

Chapter 4 Rules of Procedures

Article 12 The Committee shall hold at least two meetings each year and notify all members seven days (or another agreed date) prior to the meeting. The meeting shall be presided over by the Chairman of the Committee. In the event that the Chairman of the Committee is unable to attend the meeting, he/she shall authorize another member (Independent Non-executive Director) to preside over the meeting. A provisional meeting may be held by way of voting by correspondences or written resolutions signed by all members of the Committee.

Article 13 The agenda and meeting materials should be issued three days (or another agreed date) before the meeting to all members.

Article 14 The meeting of the Committee shall not be held unless three or more members attend the meeting. Each member shall have one vote and the resolutions made by the meeting must be approved by a majority of all members who attend the meeting.

- Article 15 The voting method of the meeting of the Committee shall be voting by a show of hands or by poll.
- Article 16 The Directors and the Senior Management may be invited by the Committee to attend its meeting as non-voting delegates when necessary.
- Article 17 The Committee may appoint external advisors to provide professional advice for its decision-making when necessary.
- Article 18 When the matters discussed at the meeting are related to the member(s) of the Committee, the person(s) concerned shall be refrained from voting on that matter at the meeting.
- Article 19 The convening procedure and voting method of the meeting of the Committee and the remuneration plan and distribution scheme passed at such meetings shall comply with the stipulations of these Regulations.
- Article 20 The meeting of the Committee shall have minutes. After the meeting a draft minutes should be sent to all member of the Committee for comments within a reasonable time, and members of the Committee who had attended the meeting shall sign the final draft of the minutes of the meeting. The minutes of the meeting shall be sent to all the members of the Committee and kept by the Company Secretary of the Company.
- Article 21 Resolutions passed by and voting results of the meeting of the Committee shall be reported to the Board in writing.
- Article 22 All members of the Committee attending the meeting shall have the obligation for keeping the discussed matters confidential and shall not disclose the relevant information.

Chapter 5 Supplementary Provisions

Article 23 These Regulations came into force on January 1, 2005, the date when the Board approves the Regulations and were amended by the Board on February 25, 2009.

Article 24 For the matters which are not covered by these Regulations, they shall be executed in accordance with the relevant laws of the Government of the Hong Kong Special Administrative Region, the Listing Rules and the Bye-laws of the Company. In the event that these Regulations contravene the laws promulgated by the Government of the Hong Kong Special Administrative Region, the Listing Rules or the Bye-laws amended through lawful procedures, the relevant laws of the Government of the Hong Kong Special Administrative Region, the Listing Rules and the Bye-laws of the Company shall prevail, and these Regulations shall be amended immediately and the amended Work Regulations shall be reported to the Board for consideration and approval.

Article 25 The Board shall be vested with final interpretation power of these Regulations.

Article 26 In the event of any inconsistency, the English language text of these Regulations shall prevail over the Chinese language text.