

# HUTCHISON PORT HOLDINGS MANAGEMENT PTE. LIMITED

(the “Company”)

## NOMINATING COMMITTEE – TERMS OF REFERENCE

Below are the Terms of Reference of the Nominating Committee of the Company (the “Committee”) established on 26 April 2022 pursuant to the resolutions of the board (the “Board”) of directors (the “Directors”) of the Company dated as of 26 April 2022, in compliance with the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore.

### 1. Objective

- 1.1 To help the Board with its oversight responsibilities on key areas including:
- (a) the review of the structure, size and composition of the Board;
  - (b) the review of succession plans for Directors and key management personnel, in particular the appointment and/or replacement of, without limitation, the Chairman, the CEO and the CFO;
  - (c) the development of a transparent process for evaluating the performance of the Board and Directors, including assessing whether directors are able to commit enough time to discharge their responsibilities and the maximum number of listed company board representations which a Director may hold;
  - (d) the review of training and professional development programmes for the Board;
  - (e) the review and recommendation of appointment and reappointment of all Directors (including any alternate Directors); and
  - (f) the review and confirmation of the independence of each Director.

### 2. Membership

- 2.1 Members of the Committee (the “Members”) shall be appointed by the Board, and the Committee shall comprise at least three Directors. All Members should either be non-executive or independent non-executive Directors.
- 2.2 The majority of the Members of the Committee shall be independent non-executive Directors.
- 2.3 The Chairman of the Committee shall be an independent non-executive Director and appointed by the Board. The Chairman shall ensure that key issues including those matters set out in paragraph 7 below are discussed in depth at the meetings of the Committee.

### 3. Secretary

- 3.1 The Company Secretary or his/her delegate shall be the secretary of the Committee.
- 3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

### 4. Meetings

- 4.1 The Committee shall meet at least once a year and may meet more frequently as circumstances require.

- 4.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Committee shall be any two Members.
- 4.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all the Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 4.7 Minutes shall be kept by the secretary of the Committee. Draft and final versions of the minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period after the meeting. If the Chairman so decides, the minutes shall be circulated to other members of the Board. Such minutes shall be open for Directors' inspection.

## **5. Attendance at Meetings**

- 5.1 At the invitation of the Committee, Directors, executives and other persons may attend all or part of any meetings.
- 5.2 Only Members are entitled to vote at the meetings.

## **6. Annual General Meeting**

- 6.1 The Chairman of the Committee or another Member shall attend the Company's Annual General Meeting and respond to shareholders' questions on the Committee's activities and their responsibilities.

## **7. Responsibility, Powers and Discretion**

The Committee shall have the following responsibilities, powers and discretion:

- 7.1 at least once annually to review the structure, size, diversity profile and skills matrix of the Board and the needs of the Board and make recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
- 7.2 to identify suitable director candidates and select or make recommendation to the Board on the selection of individuals to be nominated as Directors;
- 7.3 to develop a transparent process and criteria for evaluating the performance of the Board, and Directors, including assessing the time commitment of Directors with multiple directorships and professional appointments;
- 7.4 to assess the independence of independent non-executive Directors having regard to the criteria under the Listing Rules;

- 7.5 to make recommendation to the Board on the appointment or re-appointment of Directors, the CEO and key management personnel and succession planning for Directors (including Chairman of the Board), the CEO and key management personnel;
- 7.6 to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board;
- 7.7 to recommend training and professional development programmes for the Board; and
- 7.8 to fulfil its roles and responsibilities in accordance with this Terms of Reference.
- 7.9 to fulfil any other relevant duties and responsibilities within the remit of the Nominating Committee as requested by the Board from time to time.

## **8. Reporting Responsibilities**

- 8.1 The Committee shall report to the Board as and when appropriate.

## **9. Authority**

- 9.1 The Committee is authorised by the Board to assist the Board to fulfil its roles and responsibilities in accordance with the Committee's Terms of Reference hereunder.
- 9.2 The Committee is authorised by the Board to seek any information they require from senior management of the Company in order to perform their duties.
- 9.3 The Committee is authorised by the Board where necessary to have access to independent professional advice.
- 9.4 The Committee shall be provided with sufficient resources to perform its duties.

## **10. Publication of the Terms of Reference**

- 10.1 The terms of reference are posted on the website of HPHT. A copy of the terms of reference will be made available to any person without charge upon request.