

# HUTCHISON PORT HOLDINGS MANAGEMENT PTE. LIMITED

(the “Company”)

## SUSTAINABILITY COMMITTEE – TERMS OF REFERENCE

Below are the Terms of Reference of the Sustainability 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.

### 1. Objectives

The objectives of the Committee are to oversee management and advise the Board on the development and implementation of the corporate social responsibility and sustainability initiatives of Hutchison Port Holdings Trust (“**HPHT**” together with its subsidiaries, the “**Group**”), including reviewing the sustainability reporting process, the related policies and practices, and assessing and making recommendations on matters concerning the Group’s sustainability development and risks.

### 2. Membership

- 2.1 The Committee shall be appointed by the Board.
- 2.2 The Committee shall comprise three Directors, including at least one Independent non-executive Director.
- 2.3 The Chairman of the Committee (“**Chairman**”) shall be appointed by the Board.
- 2.4 The Committee may delegate certain of its responsibilities to working groups with such powers as are necessary to discharge the responsibilities of the Committee. The Committee will initially set up the Sustainability Working Group comprising, amongst others, the Chief Executive Officer, Chief Financial Officer, Managing Directors of major business divisions; Heads of the Commercial, Operations, Engineering and Human Resources functions of HPHT, and selected members of staff as appointed by the Chairman from time to time.

### 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 twice a year and as required.
- 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 of the Committee 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 minutes shall be circulated to all Members for their comment and records respectively within a reasonable period of time after the meeting. If the Chairman so decides, the minutes shall be circulated to other members of the Board

## **5. Attendance at Meetings**

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

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

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

- 6.1 to propose and recommend to the Board on the Group's corporate social responsibility and sustainability objectives, strategies, priorities, initiatives and goals in order to develop and implement HPHT's corporate social responsibility and sustainability initiatives;
- 6.2 to oversee, review and evaluate actions taken by the Group in furtherance of the corporate social responsibility and sustainability priorities and goals, including coordinating with the business divisions of the Group and ensuring that their operations and practices adhere to the relevant priorities and goals;
- 6.3 to review and report to the Board on sustainability risks and opportunities as well as the sustainability reporting process;
- 6.4 to monitor and review emerging corporate social responsibility and sustainability issues and trends that could impact the business operations and performance of the Group;
- 6.5 to oversee, monitor and review the Group's corporate social responsibility and sustainability policies, practices, frameworks and management approach (including the performance, effectiveness and adequacy of such policies, practices, frameworks and approach), and to recommend improvements;
- 6.6 to consider the impact of the Company's corporate social responsibility and sustainability on its stakeholders, including employees, shareholders, local communities and the environment;

- 6.7 to review and advise the Board on the Company's public communication, disclosure and publications (including the review, production and approval of the Sustainability Report) as regards to its corporate social responsibility and sustainability performance; and
- 6.8 to perform and implement such further functions related or incidental to the foregoing which the Committee deems appropriate.

## **7. Reporting Responsibilities**

The Committee shall report to the Board on its decisions and recommendations.

## **8. Authority**

- 8.1 The Committee is authorised by the Board to seek any information it requires from senior management of the Company and the business divisions of the Group in order to perform its duties.
- 8.2 The Committee is authorised by the Board where necessary to have access to independent professional advice, including where necessary to commission independent external assurance for the purposes of the Sustainability Report.
- 8.3 The Committee shall be provided with sufficient resources to perform its duties.

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

The terms of reference will be posted on the website of HPHT.