



HUTCHISON PORT HOLDINGS TRUST

Appointment of Third Party Representatives

1. All appointments of Third Party representatives such as advisers, agents, consultants, introducers and finders, and political lobbyists (collectively known as "Third Party Representatives") require the prior written approval of the CEO and the Executive Director of TM or the CFO and the Executive Director of TM to ensure:

- (a) that the hiring of Third Party Representatives is in accordance with the Trust Group strategy; and
- (b) that proper control is exercised in hiring Third Party Representatives.

These include any arrangements entered into with an individual or a legal entity for the provision of any consultancy or advisory services, whether on a stated term, or on a project basis.

2. This Policy applies to all subsidiaries and affiliated companies over which the Trust Group exercises control in all countries in which they operate. It also applies to all directors, officers and employees in the Trust Group (which for these purposes includes temporary or contract staff) as well as its Third Party Representatives. This Policy should be read in conjunction with HPH Trust Code of Conduct and HPH Trust Anti-Fraud and Anti-Bribery Policy or their subsequent updates.

General Principles

3. Third Party Representatives are normally hired for providing specialist advice or service due to their qualification, experience or expertise.
4. The use of Third Party Representatives should be specific to a project or for a specified period of time.
5. A Third Party Representative is not an employee of the Trust Group and is not entitled to any Trust Group staff benefits.
6. To minimize the risk of Third Party Representatives engaging in inappropriate conduct, BUs should:
 - (a) always exercise due care and diligence in selecting Third Party Representatives and in monitoring their activities;
 - (b) ensure that Third Party Representatives are aware of and will observe HPH Trust Anti-Fraud and Anti-Bribery Policy or its subsequent updates;
 - (c) ensure that all fees and expenses paid to Third Party Representatives represent appropriate and justifiable remuneration, which is commercially reasonable under the circumstances, for legitimate services rendered by the Third Party Representative; and
 - (d) keep accurate financial records of all payments.

Procedures for Approval

7. Trust Group companies seeking to appoint or retain Third Party Representatives must seek pre-clearance by taking the following steps prior to any binding commitment being made:

- (a) all requests for hiring of Third Party Representatives, whether budgeted or not, must be submitted using the attached Third Party Representative Requisition Form (Appendix 1);
 - (b) the form must be completed in full and signed by the proposing executive, approved by the HBU before forwarding to the CEO and the Executive Director of TM or the CFO and the Executive Director of TM; and
 - (c) all contracts, with the exception of those related to annual statutory audit, tax and related services, for the requested service must be reviewed by TM Legal.
8. Approval will be based on the nature and need of the services, availability of resources and concurrence with Trust Group strategy.
9. All subsequent amendment of terms or extension of service period must be submitted to the CEO and the Executive Director of TM or the CFO and the Executive Director of TM for approval using the prescribed Form at Appendix 1.
10. Agreements reached with Third Party Representatives must be recorded in writing. The contract with the Third Party Representative must normally include the following:
- (a) services to be provided by the Third Party Representative;
 - (b) fees to be paid to the Third Party Representative;
 - (c) where appropriate, anti-bribery representations and warranties, including confirmation that the Third Party Representative understands and agrees to abide by all relevant provisions in HPH Trust Anti-Fraud and Anti-Bribery Policy or its subsequent updates;
 - (d) where appropriate, representations and warranties related to taxation, financial crime and sanctions compliance, including confirmation that the Third Party Representatives will maintain reasonable procedures designed to prevent employees, agents and other persons who perform services for them or on their behalf from undertaking any activities which would facilitate or otherwise result in a breach of the laws related to taxation, financial crime and/or sanctions compliance; and
 - (e) right of the engaging BU to terminate the contract in the event of breach of such representations and warranties. A sample representative agreement is available from the TM Legal. All such engagements must be approved by the CEO.
11. Each HBU should designate a member of senior management who is responsible for ensuring the effective implementation of this Policy, including overseeing the Third Party Representative's ongoing compliance with HPH Trust Anti-Fraud and Anti-Bribery Policy, or its subsequent updates and the Trust Group policy of zero tolerance of any facilitation of domestic or foreign tax evasion by its employees or others acting on its behalf (agents and other persons who perform services for or on behalf of the Trust Group), ensuring that due diligence information concerning the Third Party Representative is updated at the time of renewal of any engagement, and reviewing the relationship with the Third Party Representative whenever necessary. This Policy sets out minimum standards. Trust Group companies may implement stricter standards if appropriate to do so. This Policy should be read in conjunction with HPH Trust Anti-Fraud and Anti-Bribery Policy or its subsequent updates.
12. In respect of the engagement of accounting firms or their associated advisory companies for annual statutory audit, tax and related services, the appointments require approval by the CFO; the related engagement letters shall follow the guidelines provided by the TM Finance/TM Tax from time to time; in the event where there are deviations from the guidelines, the proposed deviations must be endorsed by the CFO and the engagement letters highlighting the endorsed deviations shall be reviewed by the TM Legal. For the avoidance of doubt, paragraphs 9 and 10 of this Policy do not apply to the subject matter of this paragraph 12.

Exceptions

13. This Policy shall not apply to the following:
- (a) legal and company secretarial services currently approved by the TM Legal and TM Company Secretary on an as needed basis;
 - (b) insurance related professionals as part of the Trust Group insurance programme approved by the TM Insurance;
 - (c) all technical and other consultants for approved information technology systems;
 - (d) all technical consultants for port construction/maintenance/repair and machinery purchase/maintenance/repair projects with endorsement of the Head of TM Engineering;
 - (e) all advisers, agencies and consultants for advice and services on advertising, brand management and marketing activities in the ordinary course of business and in each case allowed under the current year approved budget;
 - (f) all approved recruitment agencies; or
 - (g) all temporary staff hired for existing vacancies or special events.

Hutchison Port Holdings Trust Group
Third Party Representative Requisition Form

 New Request
 Amendment to an Approved Request

Business Unit: _____ Date : _____

(I) Service Request Summary

Name : _____	
Description of nature of service : _____ _____ _____	
Period of service: Estimated Start Date : _____ Estimated Completion Date : _____	
Work location : _____	
Directly report to :	
Name : _____	Title : _____
Email : _____	Telephone no. : _____

(II) Fees

Currency: _____	Estimated total fees: _____
Other benefits provided: _____	
Mode of payment	
<input type="checkbox"/> Monthly	<input type="checkbox"/> Lump sum at the beginning of the service period
<input type="checkbox"/> Lump sum at the end of the service period	<input type="checkbox"/> Others, please specify _____
Is it clearly stated in contract which party is responsible for reporting fees for tax purposes to relevant tax authorities?	
<input type="checkbox"/> Company is responsible	
<input type="checkbox"/> Third Party Representative is responsible	

(III) Payment Method (State the name of company arranging payment: _____)

<input type="checkbox"/> By TT / direct debit :	
Bank account name :	_____
Bank account number :	_____
Name of bank :	_____
Bank address :	_____ _____
<input type="checkbox"/> By cheque :	
Name of payee :	_____

Hutchison Port Holdings Trust Group
Third Party Representative Requisition Form

(IV) Recommendation and Approval

Proposed by :		Signature : _____
Name : _____		Date : _____
Position : _____		
Third Party Representative personally met by :		
Name : _____		Signature : _____
Position : _____		Date : _____
Name : _____		Signature : _____
Position : _____		Date : _____
Endorsed by : _____		Date : _____
Head of Business Unit		

(V) HPH Trust Approval for Statutory Audit, Tax and Related Services

Engagement Letter	
Reviewed by : _____	Date : _____
TM Legal <i>(if deviations from the guidelines provided by TM Finance/TM Tax)</i>	
Approved by : _____	Date : _____
CFO	

(VI) HPH Trust Approval for Other Services

Reviewed by : _____	Date : _____
TM Legal	
Approved by : _____	Date : _____
CEO/CFO	
Approved by : _____	Date : _____
TM - Executive Director	