



HUTCHISON PORT HOLDINGS TRUST

Director Nomination Policy

I. Objective

- 1.1 This Policy sets out the approach and procedures the board of directors of the Company (the "Board") adopts for the nomination and selection of directors of the Company (the "Directors"), including the appointment of additional Directors, replacement of Directors, and re-election of Directors. The Company is the trustee-manager of Hutchison Port Holdings Trust ("HPHT"), a registered business trust listed on the Mainboard of Singapore Exchange Securities Trading Limited ("SGX-ST").

II. Policy Statement

- 2.1 The Company recognises the importance of having a qualified, competent and effective Board to work with the management of the Company to achieve the corporate strategy as well as promote shareholder value for the long-term success for HPHT and its unitholders as a whole.
- 2.2 The Company believes that a Board that possesses a balance of skill set, experience, expertise and diversity of perspectives enhances decision-making capability and the overall effectiveness of the Board. The Board is committed to ensuring that proper nomination and election processes are in place for the selection and nomination of Directors.
- 2.3 The nominating committee of the Company (the "Committee") shall search, identify, evaluate, select and recommend suitable director candidates to the Board for it to consider for appointment.
- 2.4 The ultimate responsibility for the selection and appointment of Directors rests with the Board as a whole.

III. Selection Criteria

- 3.1 In the determination of the suitability of a candidate, the Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, and other aspects of diversity such as age, culture, ethnicity, tenure and gender and take into account the board composition requirements of the Company under the Business Trusts Act 2004 and its regulations ("BTA and its regulations"), the Listing Manual of the SGX-ST ("Listing Rules") and the Code of Corporate Governance ("Code"). The Committee shall consider the following selection criteria and such other factors that it may consider appropriate for a position on the Board:
- (i) **Attributes Complementary to the Board:** The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board (including facilitating board renewal and continuity).

- (ii) **Business Experience & Board Expertise and Skills:** The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management.
- (iii) **Commitment:** The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities. Where the candidate already serves on multiple boards, there should not be potential conflicts of interests which may prevent the candidate from discharging his or her duties as Director of the Company, including taking all reasonable steps to ensure that the Company acts in the best interests of HPHT and its unitholders.
- (iv) **Motivation:** The candidate should be self-motivated and have a strong interest in the Company's businesses.
- (v) **Integrity:** The candidate should be a person of integrity, honesty, good repute and high professional standing.
- (vi) **Independence:** Independent non-executive director ("INED") candidates must satisfy the independence requirements under the BTA and its regulations, the Listing Rules and the Code. The INED candidate shall be independent in character and judgement and be able to represent and act with regard to the interests of all the unitholders of HPHT as a whole.

The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

IV. Nomination Procedures

4.1 Appointment of New and Replacement Directors

- (i) If the Committee determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management and advisors of the Company, unitholders of HPHT, and external executive/board search firms.
- (ii) Upon compilation and interview of the list of potential candidates, the Committee will evaluate and select candidates and make recommendation based on the selection criteria and such other factors that it considers appropriate for consideration by the Board. The Board has the final authority on determining suitable director candidate for appointment.

V. Review and Monitoring

- 5.1 The Committee will from time to time review this Policy, monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice and makes recommendation on any proposed revisions as may be required to the Board for approval.

VI. Disclosure and Publication

- 6.1 This Policy is available on HPHT's website for public information.
- 6.2 A summary of this Policy, and the progress on achieving the objectives set in this Policy, will be disclosed in the Corporate Governance Report of HPHT annually.