



COSCO SHIPPING Ports Limited

中遠海運港口有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

Terms of Reference of Risk Management Committee

Establishment

During a meeting of the board of directors (the “Board”) of COSCO SHIPPING Ports Limited (the “Company”) held on 26th March 2003, a Risk Management Committee (the “Committee”) was approved to be established under the Board. The Committee is under the supervision of the Board.

Establishment Objectives

1. To minimize the operation risks of the Company, to improve the standard of decision making on risk management and to maximize the shareholders’ value through an effective internal control system and constructive recommendations given by the Committee.
2. To enhance the public confidence on the Company’s risk management.

Authority

1. The Committee is a specialized body under the Board, providing consultation and proposals for significant resolutions of the Board, and is responsible for the Board. The Committee should not make any decision in the name of the Board. Unless specifically authorized by the Board, the Committee shall have no power to make decisions.
2. The Committee, upon authorization by the Board, may investigate any activity within its terms of reference. The Committee is authorized to obtain any information required from relevant parties to facilitate its understanding of the issues.

Duties

Duties of the Committee include:

1. identify operating risks of the Company and minimize such risks;
2. establish risk control policies for the Company and its subsidiaries to strengthen their risk management system, and advise the Board on risk-related matters.

Membership

1. The Committee shall consist of not less than five members, including Directors, Senior Management and departmental heads.
2. The Chairman of the Committee shall be appointed by the Board from amongst the executive directors of the Company.
3. The Secretary of the Committee shall be appointed by the Committee amongst its members. The Secretary of the Committee shall be responsible for the affairs of the Committee meeting.
4. The composition and adjustment of the Committee members shall be conducted in the following manner:
 - (1) if a Committee member is a Director, the Human Resources and Administration Department of the Company shall arrange a meeting of the Nomination Committee to pass a resolution for the replacement of membership of the original Director with the newly appointed Director which shall be approved by the Board at the same time as the meeting or resolutions approving the change of Directors;
 - (2) if a Committee member is not a Director, any adjustment shall be proposed by the Secretary of the Committee to the Chairman of the Board of the Company for approval. After receiving the approval of the Chairman of the Board, where there is a natural succession of members due to the adjustment of positions in the respective committee, the Secretary of the Committee shall formally notify the Legal Department in writing and the Legal Department shall arrange for the Board to review and approve the relevant changes. Where there is an addition of new members or any circumstance other than a natural succession of members due to the adjustment of positions in the Committee, the Secretary of the Committee shall formally notify the Human Resources and Administration Department in writing to arrange for the Nomination Committee to convene a meeting to pass a resolution, and the Legal Department shall arrange for the Board to review and approve the relevant adjustment.

Meeting Rules

1. The quorum of the Committee meeting shall be more than two-thirds of the Committee members. Each member shall be entitled the right of one vote. Any resolution of the Committee shall require a majority of vote.
2. The Committee shall meet regularly and Committee meetings shall be held at least four times a year.
3. Seven days' notice shall be given to the Committee members before each meeting (except for special circumstances).

4. Agenda of Committee meeting and accompanying meeting papers should be sent by the Secretary of the Committee to all Committee members at least three working days before the intended date of the meeting (except for special circumstances).
5. In case of any of the following circumstances, a meeting shall be convened within five working days:
 - (1) when the Board deems it necessary;
 - (2) when the Chairman of the Committee deems it necessary;
 - (3) when it is jointly proposed by more than one-third of the Committee members.
6. Meetings can be held by way of physical meetings, video conferences, teleconferences, or written resolutions.
7. All meetings shall be chaired by the Chairman of the Committee. In the event of his absence, he may assign another member to hold the meeting on his behalf.
8. If a member fails to attend two consecutive meetings without any reason, he/she shall be regarded as unable to perform his/her duties as a member of Committee, and the Board may make adjustments.
9. Directors, managers and personnel from functional departments of the Company who are related to the matters of the meeting may be invited to attend the meeting, if necessary.
10. If it is necessary to deliberate matters by way of a written resolution of the Committee due to reasons such as time arrangement and the content of the matters, the relevant resolutions shall be passed only if they are signed unanimously by all members of the Committee (excluding those members who are not allowed to exercise their voting rights due to their connections).

Meeting Procedures

1. The content of the meeting notice shall include the meeting time, place, agenda, and date of the notice. The meeting notice shall be given to the participants by e-mail or other means. If any special circumstances require that the Committee meeting be convened as soon as possible, meeting notice may be given by telephone or other verbal means, and the Chairman of the meeting shall make an explanation at the meeting. After receiving the meeting notice, the members shall confirm and provide feedbacks on relevant information in a timely manner.
2. Meetings shall be held at the scheduled time. The Chairman of the meeting shall announce the matters to be discussed and the agenda of the meeting and conduct the meeting in accordance with the agenda. The Chairman of the meeting shall ensure that the members attending the meeting fully express their views, thereby enhancing the efficiency of the meeting. Members shall review the meeting materials carefully and fully express their views based on a comprehensive understanding of the facts. When reviewing relevant issues

at the Committee meeting, the Committee may request the heads of relevant functional departments, consultants and other relevant persons to give elaborations on the matters.

3. The Committee is authorized by the Board to engage agents or experts to provide professional advice at the Company's expense, based on the practical needs.
4. Matters shall be researched and discussed at Committee meetings. Members shall express their opinions clearly and independently based on their own professional judgment. Opinions generated from the Committee's discussion shall be submitted to the Board, together with dissenting opinions and the explanations of each dissenting opinion.

Reporting Procedures

1. After the meeting, the Secretary of the Committee shall, within a reasonable time, prepare minutes of the meeting as a written record of the opinions formed on the matters discussed and send the draft and final versions of the minutes of Committee meetings to all members for revision and records. Resolutions or proposals shall be reported to the Board. The minutes of the meeting should include the following items:
 - (1) date, time, place, name of the Chairman of the meeting;
 - (2) names of the members attending the meeting;
 - (3) names of the participants, if any;
 - (4) agenda of the meeting;
 - (5) key points of the members' speeches, discussions and resolutions;
 - (6) other relevant contents of the meeting;
 - (7) name of the recorder of the meeting.The minutes of the meeting shall be signed by the Chairman of the meeting and Committee members who attend the meeting. Members attending the meeting may request to include explanatory notes regarding their speeches made at the meeting. Copies of the minutes shall be sent to members by the Secretary of the Committee within five working days after the minutes being signed. Minutes of the Committee meetings shall be provided by the Secretary of the Committee to the Legal Department and will be included by the Legal Department in the materials of the next regular Board meeting to be submitted to the Directors for review.
2. Notice of Committee meetings, minutes of meetings and materials of meetings shall be filed as required.
3. Members who attend the meeting and participants shall have an obligation to keep all matters discussed confidential and shall not disclose any related information without the Committee's permission.

Date of Adoption

These terms of reference were approved and adopted by the Board on 26th March 2003 and amended by the Board on 1st January 2005, 25th February 2009, 27th March 2012, and 29th August 2023.

Supplementary Provisions

1. The Board shall be vested with final interpretation power of these terms of reference.
2. In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.