



招商局港口控股有限公司
CHINA MERCHANTS PORT HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 00144)

**TERMS OF REFERENCE OF
ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

Constitution

1. The Environmental, Social and Governance (“ESG”) Committee (the “Committee”) was formed pursuant to the board resolution of China Merchants Port Holdings Company Limited (“the Company” and its subsidiaries, collectively “the Group”) passed on 8 December 2022.

Membership

2. The Committee members shall be appointed by the board of directors of the Company (the “Board”) and shall comprise not less than three members, at least one of whom shall be an independent non-executive director of the Company. The quorum for meetings of the Committee shall be two members.
3. The chairman of the Committee shall be any director of the Company appointed by the Board or elected among the members of the Committee.

Attendance at meetings

4. The Committee may invite other members of the Board, senior management and external advisers to attend meetings if necessary and relevant meeting expenses should be reimbursed by the Company.
5. The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member of the Committee, shall be the secretary of the meetings of the Committee.

Frequency of meetings

6. Meetings shall be held not less than once a year. Additional meetings may be held if the Committee considers that it is necessary.

Authority

7. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
8. The Committee is authorised by the Board to obtain external independent professional advice or support at the Company's expense, and to invite employees or other persons with relevant experience and expertise to attend meetings of the Committee, as the Committee considers necessary to perform its duties.

Duties

9. The duties of the Committee shall be:
 - (a) To formulate and review the objectives, strategies and management policies of the Group's ESG, review the progress made against related goals and target annually and make recommendations to the Board for approval (if necessary);
 - (b) To review and assess the adequacy and effectiveness of the management framework for ESG matters of the Company and make recommendations to the Board for approval (if necessary);
 - (c) To adopt and update the Group's policies on ESG to ensure its compliance with applicable legal and regulatory requirements;
 - (d) To identify, determine and assess ESG risks, issues and opportunities of the Group, advise on those issues that will significantly affect the operation of the Company or the interest of other stakeholders and provide anticipatory and mitigation plans;

- (e) To review the Group's ESG performance (e.g. KPIs) to ensure compliance with relevant ESG policies and procedures, as well as applicable laws and regulations and international or national standards and to report to the Board;
- (f) To engage with appropriate internal and external stakeholders in conducting annual materiality assessment procedures and to ensure that effective communications and relationships are in place with such stakeholders;
- (g) To review and monitor annual Environmental, Social and Governance Report of the Company and recommend to the Board for approval;
- (h) To ensure that the annual Environmental, Social and Governance Report of the Company is compliance with, and prepared in accordance with, the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- (i) To consider other topics as defined by the Board.

Reporting procedures

10. The secretary of the Committee or his representative shall circulate the minutes of meetings of the Committee to all members of the Board.
11. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

8 December 2022