

# **COSCO SHIPPING ENERGY TRANSPORTATION CO., LTD.**

## **IMPLEMENTING RULES OF THE NOMINATION COMMITTEE OF THE BOARD**

(Revised by the board of directors of the Company on 30 October 2019)

### **Chapter 1 General Provisions**

- Article 1 In order to standardize the selection of senior management of the Company, optimize the composition of the board (the “Board”) of directors (the “Directors”) of the Company and perfect the Company’s governance structure. The Board of the Company sets up the Nomination Committee (the “Committee”) and formulates these implementing rules (“Implementing Rules”) in accordance with the Company Law of the People’s Republic of China, Guidelines for Governance Standards of the Listed Companies and the Articles of Association of the Company (“Articles of Association”), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (the “Listing Rules of the Shanghai Stock Exchange”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules of the Stock Exchange”) and other related regulations.
- Article 2 The Nomination Committee of the Board is a body specifically set up by the Board according to the resolution of the general meeting, mainly responsible to select and advice on the candidates of directors and managers of the Company, the selection standard and the selection procedure.

### **Chapter 2 Composition**

- Article 3 The Nomination Committee shall comprise more than three directors, a majority of which shall be independent non-executive directors.
- Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, more than one half of the independent directors or one third of all directors, and it shall be elected by the Board.
- Article 5 The Nomination Committee shall have one chairman, who shall be acted by an independent director member and shall be responsible for preside over the Committee; the chairman shall be elected by the members of the Committee and shall be reported to the Board for approval.

Article 6 The term of office of the Nomination Committee shall be in congruence with the term of the Board, and its members may be re-elected upon the expiry of the current term of office. If any member no longer maintains the position as a director of the Company during his/her term of office, he/she shall automatically disqualify as a member, and the vacancy shall be filled by the Board in accordance with the provisions of Articles 3 to 5 above.

### **Chapter 3 Terms of Reference**

Article 7 The major terms of reference of the Nomination Committee are:

- (I) to advise on the size and composition of the Board, based on the operating business activities, asset size and shareholding structure of the Company, to the Board;
- (II) to research the standard and procedure of selection of the Directors and management and to put forward proposals;
- (III) to identify individuals suitably qualified to become directors and management members, select or nominate individuals to become directors and management members, and provide opinions to the Board on the same;
- (IV) to review the structure, size and composition (factors including but not limited to skills, knowledge, experience, gender, age, culture, educational background, professional qualification and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (V) to examine the candidates of the Directors and management and put forward proposals;
- (VI) to examine other senior management who shall be reported to the Board for appointment and put forward proposals;
- (VII) to review the Board Diversity Rule and the measurable objectives that the Board has set for implementing the Board Diversity Rule from time to time and the progress on achieving the objectives, and disclosing its review results in the Corporate Governance Report of the Company annually;
- (VIII) to assess the independence of independent non-executive directors;
- (IX) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;

(X) other matters authorized by the Board.

where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

1. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why they consider the individual to be independent;
2. if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
3. the views, perspectives, skills and experience that the individual can bring to the Board; and
4. how the individual contributes to diversity of the Board.

Article 8 The Nomination Committee shall be responsible to the Board and the proposals of the Committee shall be submitted to the Board for consideration and approval. Controlling Shareholders shall fully respect the proposal of the Nomination Committee, unless there are sufficient reasons or reliable evidences, any proposal to replace the directors and managers shall not be proposed by the controlling Shareholders.

#### **Chapter 4 Decision-making Procedures**

Article 9 The Nomination Committee shall determine the qualification criteria, selection procedure and term of office of a proposed Director or manager pursuant to relevant applicable laws and regulations and the Articles of Association. After a resolution is made, it shall be filed for the record and reported to the Board for approval and implementation.

Article 10 For the procedure of selecting directors and managers:

- (I) the Nomination Committee shall actively communicate with the relevant departments of the Company to check the demand for new directors and managers and to prepare the written reports;
- (II) the Nomination Committee may carry out extensive search for the candidates of directors and managers within the Company and its holding (associated) companies as well as on the human resources market;

- (III) to obtain the information of the occupation, education background, job title, detailed working experience and concurrent job of the proposed candidates and to prepare the written reports;
- (IV) to seek the consent of the proposed candidates for nomination, otherwise he/she shall not be put on the list of candidates of directors and managers;
- (V) to convene the meeting of the Nomination Committee and to check the qualification of proposed candidates according to the job qualifications required for a Director and manager;
- (VI) to put forward the recommendation about the proposed candidates for directors and selected personnel for new managers and relevant materials to the Board one to two months prior to the election of new directors and the appointment of new managers;
- (VII) to conduct follow-up work according to the decision and feedbacks of the Board.

The Nomination Committee (or the Board) shall formulate the Board Diversity Rule and disclose the diversity rule or its summary in the corporate governance report, and the rationale for the factors used after taking into account the business model of the Company and its specific needs.

## **Chapter 5 Procedural Rules**

- Article 11      The Nomination Committee shall be held at least two meetings each year and notify all members seven days prior to the meeting. The meeting shall be presided over by the chairman. In case that the chairman is unable to attend, he/she shall authorize another member, who shall be an independent non-executive director, to preside over the meeting.
- Article 12      The meeting of the Nomination Committee shall not be held unless more than half of members. Each member shall have one vote and the resolutions of the meeting shall become valid only when they are passed by the affirmative vote.
- Article 13      The meeting of Nomination Committee shall vote by a show of hands or by a poll. A provisional meeting may be held by way of voting by correspondence.
- Article 14      The directors, supervisors and other senior management may be invited by the Nomination Committee to attend its meeting, when necessary.

- Article 15 If necessary, the Nomination Committee may engage an intermediary institution to provide professional opinion for its decision-making. The cost shall be borne by the Company.
- Article 16 The convening procedure and voting method of the meeting of the Nomination Committee and the resolutions passed at such meetings shall comply with requirements of the relevant laws, regulations, Articles of Association and these Implementing Rules.
- Article 17 The Nomination Committee shall have minutes of its meetings, and members present at the meeting shall sign on the minutes which shall be kept by the Board office of the Company.
- Article 18 Without prejudice to the generality of the duties of the Nomination Committee set out herein, the Nomination Committee shall report back to the Board on its decisions and recommendations, unless there are legal or regulatory restrictions on doing so (such as restrictions on the disclosure by regulatory requirements).
- Article 19 Members present at the meeting shall be obliged to keep all matters discussed in such meetings confidential, and shall not disclose any relevant information without authorization.

### **Chapter 6 Supplementary Provisions**

- Article 20 These Implementing Rules shall become effective on the date when approved by the Board.
- Article 21 Any matters not covered in these Implementing Rules shall be subject to relevant national laws and regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association. If these Implementing Rules are inconsistent with the laws and regulations issued by the State in the future, the listing rules of the place where the shares of the Company are listed or the Articles of Association after being revised by legal procedures, it shall be implemented in accordance with the provisions of relevant national laws and regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, and shall be revised immediately and submitted to the Board for consideration and approval.
- Article 22 The power of interpretation of these rules shall be vested to the Board of the Company.

COSCO SHIPPING Energy Transportation Co., Ltd.  
Revised on 30 October 2019