



**Terms of Reference
for
Management Committee**

1. Constitution

The Board approved the establishment of the Committee on 1 November 2010.

2. Membership

2.1 The Committee shall consist of all the executive Directors.

2.2 The Committee chairman should be the Chairman of the Board or the Chief Executive Officer of the Company. In the absence of the Committee chairman, the remaining members present shall elect one of their members to chair the meeting.

3. Secretary

The company secretary shall be the secretary of the Committee. In the absence of the Committee secretary, the Committee chairman shall nominate a person as Committee secretary to the meeting.

4. Attendance at meetings

The Chief Financial Officer and/or Financial Controller of the Company shall attend meetings. Other Board members shall also have the right of attendance.

5. Quorum

The quorum necessary for the transaction of business shall be two.

6. Frequency of meetings

The Committee shall meet as and when necessary.

7. Notice of meetings

Unless otherwise agreed, notice of each Committee meeting shall be given to each Committee member at least 14 calendar days before the date of the meeting. As far as practicable, an agenda and accompanying materials shall be forwarded to each member at least 3 working days before the date of the meeting.

8. Minutes of meetings / resolutions

Minutes of Committee meetings / resolutions shall be kept by the Committee secretary. Upon receiving reasonable notice, such minutes / resolutions should be open for inspection by any Committee member or Board members.

9. Authority

The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

10. Duties

The duties of the Committee shall include passing resolutions pertaining to the following transactions:



- (a) provision of corporate guarantees in respect of existing banking facilities, including amendments to certain terms and conditions thereof, of the Company's subsidiaries, associates and jointly controlled entities;
- (b) renewal of existing banking facilities, including amendments to certain terms and conditions thereof of the Company's existing banking facilities; and
- (c) any other specific transactions authorized by the Board to be dealt with by this Committee.

11. Reporting Procedures

All the resolutions passed by the Committee from time to time shall be tabled for the information of the non-executive Directors at the board meeting on a periodic basis.

DEFINITIONS

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| “Board” | the board of Directors |
| “Committee” | the Management Committee of the Company |
| “Company” | Singamas Container Holdings Limited, the shares of which are listed and traded on The Stock Exchange of Hong Kong Limited |
| “Director(s)” | the director(s) of the Company |