



**Terms of Reference
of
The Board of Directors**

1. Membership

- 1.1 The Board shall consist of not less than 3 members and one-third of the Board shall be independent non-executive Directors.
- 1.2 At each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years but shall be eligible for re-election.

2. Secretary

The company secretary shall be the secretary of the Board.

3. Attendance at meetings

The Board may invite any person to attend any meeting(s) of the Board as it may from time to time consider desirable to assist the Board in the attainment of its objective(s).

4. Quorum

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

5. Frequency of meetings

The Board shall meet as and when necessary but such meetings shall be held at least four times a year.

6. Notice of meetings

Unless otherwise agreed, notice of each regular Board meeting shall be given to each Board member at least 14 calendar days before the date of the meeting. For other Board meetings, reasonable notice should be given. 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.

7. Minutes of Meetings /Resolutions

- 7.1 Minutes of Board meetings/resolutions shall be kept by the company secretary. Upon receiving reasonable notice, such minutes/resolutions should be open for inspection by any Board members.
- 7.2 Draft and final versions of minutes of Board meetings shall be circulated to all Board members for their comment within a reasonable time after each meeting and once the final version is signed by chairman of the Board meeting, the same shall be circulated to all members of the Board.

8. Communication with shareholders

The chairman of the Board shall, as far as practicable, attend the annual general meeting of the Company and make himself available to answer questions at the annual general meeting. In his absence, he should invite the Chief Executive Officer or other Board members to attend.

9. Authority

- 9.1 The Board is authorised to seek any information it requires from any employee in order to perform its duties.
- 9.2 The Board is authorised to obtain outside independent professional advice or service on any matters within the terms of reference.

10. Duties of the Board

10.1 The duties of the Board include:

10.1.1 Operational Strategy

- formulate the operational strategies and management policies; and
- establish a management and internal control system for ensuring the company businesses are properly managed and running.

10.1.2 Accountable to the shareholders

- responsible for calling general meeting and report to the shareholders;
- implement the decisions of the general meetings;
- ensure the accuracy of the disclosed information; and
- implement responsibilities as authorised by the laws, regulations or articles of association of the Company and the general meetings.

10.1.3 Development direction and major investment

- setting the development strategy of the Group;
- major acquisition and disposal of assets including the major investment and capital operation of major capital project; and
- proposing major acquisition or disposal, amalgamation, division and dissolution of the Company.

10.1.4 Finance and fund management

- setting the annual financial budget of the Group;
- review financial reports;
- appointment, re-appointment or removal of the external auditors to be put in the general meetings for approval;
- formulating the dividend policy and the proposal of the Company;
- setting company policy on debt and finance;
- proposal to increase or reduce the share capital of the Company; and
- to issue any type of securities, including but not limited to the shares, debentures, corporate bonds and their related listing or the share re-purchase proposal.

10.1.5 Risk management

- review all material controls, including financial, operational and compliance controls and risk management functions; and
- review the relevant risk management respond to changes of its business and the external environment.

10.1.6 Human resources

- nominate or change or recommendation to the board members of the subsidiaries or the affiliated company; and
- approve the selection, appointment or dismissal of the company secretary.

10.1.7 Corporate governance

- to establish the Company's purpose, values and strategy, and satisfy itself that these and the Company's culture are aligned;
- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any)

- applicable to employees and Directors; and
- to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

10.1.8 Others

- setting the articles of association or the proposal on amendment;
- through the introduction of the new policy and improvement of the existing policies to set the basic management system of the Company;
- listen to the report from the respective committee chairman and make informed decision;
- dealing other major and administrative affairs of the Company other than those require to approve by the general meetings pursue to the requirement the law, regulations, listing rules and the articles of association of the Company.

11. Duties of Chairman and Chief Executive Officer

The duties of Chairman include:

1. providing leadership for the Board;
2. being a designer of the business development and policies of the Group;
3. ensuring compliance with the Company's guidelines on corporate governance practices;
4. finalising the agenda of Board meetings in consultation with executive Directors and company secretary after taking into account any matters proposed by the other Directors;
5. ensuring all Directors receive adequate, complete and reliable information in a timely manner;
6. ensuring all Directors are properly briefed on matters to be discussed at board meetings;
7. ensuring that the Board works effectively, discharges its responsibilities and discusses all key issues in a timely manner;
8. exercising control over quality, quantity and timeliness of the flow of information;
9. giving each Director an opportunity to express his/her views concerning the management of the Group at Board meetings;
10. encouraging all Directors to fully contribute to the Board's affairs;
11. ensuring all Directors act in the best interests of the Company and shareholders as a whole;
12. meeting with Directors regularly to discuss various matters of the Group; and
13. meeting with independent non-executive Directors without the presence of other Directors at least once a year.

The duties of Chief Executive Officer include:

1. providing leadership for the management;
2. responsible for strategic planning and development of business;
3. formulating guidance for the business as a whole and making refinement when necessary;
4. implementing the strategies adopted by the Board and leading the senior management to carry out the task according to the Board's instruction;
5. managing the Group's daily business operation;
6. reporting to the Board on the Company's business development;
7. monitoring the implementation of the Company's objectives set by the Board;
8. ensuring compliance with the applicable law, rules and regulations by the Group's operating units;
9. establishing and maintaining proper internal controls and systems as well as disclosure controls and procedures in consultation with relevant professionals from each departments and senior management;
10. discharging such duties and authority as may be delegated in writing to him by the Board;
11. leading the Company's management to engage in regular, effective and fair communication with shareholders, including institutional shareholders or potential shareholders; and
12. putting in place programmes for management development and succession.

12. Other

12.1 The Board shall review annually its terms of reference, performance and constitution.

DEFINITIONS

“Board”	the board of Directors
“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
“Group”	the Company together with its subsidiaries