



FIRST PACIFIC COMPANY LIMITED
第一太平洋有限公司

(Incorporated with limited liability under the laws of Bermuda)
Website: <http://www.firstpacific.com>
(Stock Code: 00142)

**TERMS OF REFERENCE OF
CORPORATE GOVERNANCE COMMITTEE**

1. MEMBERSHIP

- i. All members of the Corporate Governance Committee (the “Committee”) (the “Members”) shall be appointed by the Board of Directors (the “Board”) of First Pacific Company Limited (the “Company”) and shall comprise of a minimum of three (3) Members.
- ii. Majority of the Members shall be independent non-executive directors.
- iii. Chairman of the Committee (the “Chairman”) shall be appointed by the Board and must be an independent non-executive director of the Company.
- iv. All Members are appointed by the Board and can be removed by the Board at its sole discretion. The Board may from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as modified from time to time) (the “Listing Rules”) or other applicable rules.
- v. The Company Secretary or his/her designee shall be the secretary of the Committee.

2. FREQUENCY AND PROCEEDINGS OF MEETINGS

- i. The Committee shall meet at least twice every year and at such other time as the Committee may determine appropriate to perform its responsibility.
- ii. The quorum of a meeting shall be any two (2) Members, either present in person or by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- iii. Proceedings of the Committee’s meetings shall be governed by the provisions of Bye-laws 125 to 130 of the Company’s Bye-laws.

3. DUTIES, POWERS AND FUNCTIONS

Duties of the Committee shall include the following aspects:–

- i. To review and approve the Company’s corporate governance (“CG”) and environmental and social responsibility (“ESR”) vision, strategy, framework, principles and policies, and make relevant recommendations to the Board, and oversee the CG and ESR policies laid down by the Board.
- ii. To review and approve the Company’s CG and ESR policies and practices to ensure compliance with legal and regulatory requirements and make recommendations to the Board.
- iii. To review and approve initiatives to promote the Company’s ESR, and to approve corporate objectives, targets, key performance indicators and measures to ascertain performance against prioritized ESR areas, as appropriate.
- iv. To review and approve the code of conduct and compliance manual in relation to CG and ESR matters (if any) applicable to the Company’s directors and employees.
- v. To review and approve the Company’s compliance with the Corporate Governance Code (Appendix 14 of the Listing Rules) (the “Code”), disclosure requirements for the Corporate Governance Report (“CG Report”) and other related rules.
- vi. To review and approve the annual CG Report and Environmental, Social and Governance Report for the Board’s consideration and approval for disclosure.
- vii. To review, monitor and respond to emerging CG and ESR issues and make recommendations to the Board where appropriate to further the Company’s CG and ESR performance.
- viii. To support local and overseas external CG-related and ESR-related initiatives where appropriate to help promote CG and ESR.
- ix. To review, endorse and report to the Board on the sustainability standards, priorities and goals and to oversee the Company’s group-level strategies, policies and practices on sustainability matters to attain those standards and goals.
- x. To review and evaluate the adequacy and effectiveness of the Company’s group-level frameworks insofar as they relate to sustainability matters.
- xi. To review and oversee the procedures for Board Evaluation (including its committees and individual members) and conduct Board Evaluation regularly, and provide the evaluation report to the Board for its consideration and approval.

- xii. To review, approve and oversee the implementation of the Shareholders Communication Policy to ensure its effectiveness, and make recommendations to the Board where appropriate to enhance shareholder relationship with the Company.
- xiii. To review and monitor the training and continuous professional development of directors and senior management. For those directors or senior management who are members of professional bodies, the training they received for fulfilling membership requirements would count towards the training as prescribed by the Code. The Committee may provide guidelines to the director/senior management in respect of training.
- xiv. To do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.
- xv. To conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation or the Securities and Futures Commission.

4. REPORTING PROCEDURES

- i. The Committee shall report to the Board on its decisions or recommendations, either orally or in writing, at regular meetings of the Board or more frequently if required, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- ii. The Committee shall present a report to the Board which addresses the work performed by the Committee during the year, and such report will form part of the CG Report.
- iii. The meetings and proceedings of the Committee shall be governed by the provisions of the Company's Bye-laws for regulating the meetings and proceedings of directors.

5. LANGUAGE

If there is any discrepancy between the English and Chinese versions of these Terms of Reference, the English version shall prevail.

6. PUBLICATION OF THESE TERMS OF REFERENCE

A copy of these Terms of Reference will be uploaded to the respective websites of the Company and The Stock Exchange of Hong Kong Limited.

Revised on 18 October 2017