

Corporate Governance

We conduct our business with high standards of corporate governance to ensure responsible direction and management of the Group and to achieve sustainable value for our shareholders and other stakeholders. In setting our standards, the Board considers the needs and requirements of the business, its stakeholders and the Corporate Governance Code (the “Code”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Throughout the six months ended 30 June 2020, the Group complied with all code provisions of the Code as set out in Appendix 14 of the Rules Governing the Listing of the Securities on the Stock Exchange (the “Listing Rules”).

Directors' Securities Transactions

The Board of Directors has adopted the Model Code for Securities Transactions by Directors of Listed Issuers, as set out in Appendix 10 of the Listing Rules (the “Model Code”).

The Board confirms that, having made specific enquiry, all Directors have complied in full with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions during the six months ended 30 June 2020.

Senior Managers' and Staff's Securities Transactions

The Company has adopted rules for those senior managers and staff who are more likely to be in possession of unpublished inside information of the Group based on the Model Code (the “Dealing Rules”). These senior managers and staff have been individually notified and provided with a copy of the Dealing Rules.

The Board confirms that, having made specific enquiry, all senior managers and staff who had been notified and provided with the Dealing Rules have fully complied with the required standards set out in the Dealing Rules during the six months ended 30 June 2020.

Share Capital

During the six months ended 30 June 2020, an aggregate of 51,793,762 shares were issued to Helmstar Shipping S.A. and Ever Bright Shipping S.A. and Keishin Kaiun Co., Ltd. as partial consideration upon delivery of the last two vessels to the Group pursuant to the four contracts entered into by the Company for the acquisition of four vessels as announced in September 2019.

Purchase, Sale or Redemption of Securities

During the six months ended 30 June 2020, other than for satisfying restricted awards granted under the Company's 2013 Share Award Scheme, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the share capital or convertible bonds of the Company.

Shareholders' Rights

Shareholders are encouraged to maintain direct communication with the Company and if they have any questions for the Board, they may send an e-mail to companysecretary@pacificbasin.com or a letter to:

Company Secretary
Pacific Basin Shipping Limited
31/F One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

Interim Report and Disclosure of Information on Stock Exchange's Website

The announcement of interim results containing all the information required by paragraphs 46(1) to 46(10) of Appendix 16 of the Listing Rules has been published on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.pacificbasin.com.

This Interim Report is printed in English and Chinese languages, and will be available on our website on or around 14 August 2020 when it is sent to those shareholders who have elected to receive a printed copy.

The interim results and this Interim Report have been reviewed by the external auditor and the Audit Committee of the Company.

Closure of Register of Members

As the Board has not declared an interim dividend, the register of members will not be closed for this purpose.

Board members

The Directors who held office as at the date of this Interim Report are set out below:

	Board		Audit Committee	Remuneration Committee	Nomination Committee	Executive Committee
	Date of Appointment	Terms of Appointment				
Executive Directors						
David M. Turnbull, Board Chairman	17 May 2006	3 years until 2023 AGM*	–	–	–	Member
Mats H. Berglund, CEO	01 Jun 2012	3 years until 2021 AGM	–	–	–	Chairman
Peter Schulz, CFO	30 Jul 2018	3 years until 2022 AGM	–	–	–	Member
Independent Non-executive Directors						
Patrick B. Paul	25 Mar 2004	3 years until 2021 AGM	Chairman	Member	Member	–
Robert C. Nicholson	25 Mar 2004	3 years until 2022 AGM	Member	Chairman	Chairman	–
Alasdair G. Morrison	01 Jan 2008	3 years until 2021 AGM	Member	–	–	–
Irene Waage Basili	01 May 2014	3 years until 2023 AGM*	–	Member	Member	–
Stanley H. Ryan	05 Jul 2016	3 years until 2022 AGM	–	Member	Member	–
Kirsi K. Tikka	02 Sep 2019	expires on 1 Sept 2022*	Member	–	–	–

All the Independent Non-executive Directors other than Dr. Tikka were members of each of the Audit, Remuneration and Nomination Committees up to 31 December 2019. With effect from 1 January 2020, changes in composition of the board committees were as follows:

- (i) Mr. Morrison ceased to be a member of the Remuneration and Nomination Committees but continued to be a member of the Audit Committee;
- (ii) Mrs. Basili, Mr. Ryan and Mr. Bradshaw# ceased to be members of the Audit Committee but continued to be members of the Remuneration and Nomination Committees; and
- (iii) Dr. Tikka was appointed a member of the Audit Committee.

There has been no change in the annual Directors' fees of the Independent Non-executive Directors except for Dr. Tikka whose annual fee increased from HK\$650,000 to HK\$800,000 per annum with effect from 1 January 2020 reflecting her appointment to the Audit Committee.

* Re-elected as Director at the Company's annual general meeting held on 8 April 2020.

Mr. Daniel Rochfort Bradshaw retired as an Independent Non-executive Director and ceased to be a member of the Remuneration and Nomination Committees at the conclusion of the annual general meeting held on 8 April 2020.