

THE HONGKONG AND SHANGHAI HOTELS, LIMITED
(the “Company”)

FINANCE AND INVESTMENT COMMITTEE
(the “Committee”)

TERMS OF REFERENCE

MEMBERSHIP

The Committee shall have at least five members to be appointed by the Board and consist of at least two Non-Executive Directors, two Independent Non-Executive Directors and one Executive Director.

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

MEETINGS

The Committee shall normally meet on a quarterly basis and additionally as required.

The quorum shall be three members of the Committee with at least one Non-Executive Director, one Independent Non-Executive Director and one Executive Director.

Written resolutions shall be passed and adopted by all Committee members.

MAIN RESPONSIBILITIES

- 1 Review strategic opportunities and significant investment proposals for the Company and its subsidiaries (the “Group”) and make recommendations to the Board.
- 2 Review issues concerning the financial or related matters for the Group including:
 - (a) effective implementation of the investment proposals as approved by the Board;
 - (b) the Group’s performance and business environment, and identifying any matters that should be referred to the Board for further review and consideration;
 - (c) any actual, or potential, major event or occurrence that has had, or may have, a significant financial impact on the Company;
 - (d) the establishment and revision of major financial and accounting policies;
 - (e) the corporate plans, budgets and reforecasts;
 - (f) the proposals for dividends and transfers to reserve;
 - (g) major contracts and variations;
 - (h) the capitalisation of subsidiaries or associates, other than that which has not been generally approved by the Board or is necessary in the ordinary course of business;
 - (i) endorsement of any issue and allotment of shares and share buy-back;
 - (j) major treasury policies on financing and financial risk management;

- (k) all major financing transactions of the Group;
 - (l) the granting of guarantees and indemnities within the limits set out in the Company Management Authority Manual;
 - (m) major claims and litigation, and instituting or settling legal or arbitration proceedings within the limits set out in the Company Management Authority Manual; and
 - (n) the Group's annual insurance programme.
- 3 Carry out any other duties as the Board may delegate from time to time.
 - 4 Report to the Board the Committee's key decisions and recommendations.
 - 5 Review the Committee's terms of reference periodically and recommend any proposed changes to the Board.

AUTHORITY

The Committee is authorised by the Board, at the Company's expense, to:

- 1 investigate all matters falling within these terms of reference; and
- 2 engage, instruct, appoint, or retain any professional advisor it deems necessary and appropriate in connection with its responsibilities.

Note: The Board approved this set of terms of reference for the Committee on 10 December 2025, with an effective date of 13 May 2026.