

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

SUSTAINABILITY COMMITTEE
(the “Committee”)

TERMS OF REFERENCE

MEMBERSHIP

The Committee shall have at least three members to be appointed by the Board and consist of at least one Non-Executive Director, one Independent Non-Executive Director and the Chief Corporate and Governance Officer.

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

MEETINGS

The Committee shall meet twice a year and additionally as required.

The quorum shall be any two members of the Committee.

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

MAIN RESPONSIBILITIES

- 1 Review and endorse the Group’s sustainability and climate-related risks, opportunities, and strategies.
- 2 Evaluate and report to the Board on the adequacy and effectiveness of the Group’s frameworks and procedures to the extent they relate to sustainability, including the Company’s:
 - (a) Sustainable luxury strategy;
 - (b) Climate-related disclosure;
 - (c) Supplier Code of Conduct;
 - (d) Procurement and Tendering Procedure; and
 - (e) Donations and Sponsorships Policy,as well as any other sustainability-related policies, guidelines, standards or frameworks developed by the Group’s management.
- 3 Evaluate and report to the Board the Group’s prioritisation of material sustainability issues.
- 4 Oversee the management approach to and implementation of the Group’s sustainability and climate-related strategies, and recommend actions for improvement based on:
 - (a) the targets and priorities set by the Group’s management, and the progress made towards such targets;
 - (b) the performance against relevant global or local industry benchmarks, indices, ratings, and best practices;

- (c) impact of the Group's sustainability strategy on key stakeholder groups, including shareholders, guests, employees, local communities, and the environment; and
 - (d) key developments in local and international legislation, regulations, litigation, and public discourse relating to sustainability.
- 5 Monitor compliance with any applicable laws and regulations of the jurisdictions in which the Group operates as regards sustainability-related disclosures.
 - 6 Report to the Board the Group's overall sustainability strategy and progress, including the Committee's key decisions and recommendations.
 - 7 Approve or endorse any recommendations or decisions in accordance with powers granted to it under the Company Management Authority Manual.
 - 8 Carry out any other duties as the Board may delegate to the Committee from time to time.
 - 9 Review the Committee's terms of reference annually 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 13 May 2026.