

# CORPORATE GOVERNANCE REPORT

Langham Hospitality Investments, LHIL Manager Limited and Langham Hospitality Investments Limited are committed to upholding and advancing high standards of corporate governance practices that aimed at enhancing corporate image, creating value for our Unitholders, minimising risk in fraudulent practices and addressing potential conflict of interest issues.

This combined Corporate Governance Report of the Trust and the Company set out a summary of the key processes, systems and measures that have been used in implementing this corporate governance framework being adopted by the Trust, Trustee-Manager and the Company for the year ended 31 December 2025.

The major activities during the year 2025 are set out below:

## Major Activities

### **Corporate Governance Policies**

In view of upholding the high standard of corporate governance and in accordance with the Corporate Governance Code, the Terms of Reference of the Nomination Committee of the Company have been updated in 2025. A Workforce Diversity Policy has also been established, aiming at fostering a diverse, equitable and inclusive workplace for employees at all levels.

### **Issue of Share Stapled Units for Payment of the Hotel Management Fees and Licence Fees (collectively, the "Hotel Manager's Fees")**

To comply with the public float requirement under the Listing Rules, 10,594,487 SSUs were issued on 28 February 2025 at a price of HK\$0.470 per SSU for partial payment of the Hotel Manager's Fees for the six-month period ended 31 December 2024. Issue of the remaining 46,320,885 SSUs (the "Deferred SSUs") was subject to the deferment mechanism set out in the Hotel Management Agreements and Trademark Licence Agreements.

As instructed by the Hotel Manager, and to facilitate the distribution in specie by Great Eagle, 46,320,885 SSUs (which represented all of the Deferred SSUs) were issued to the qualifying shareholders of Great Eagle on 7 November 2025 at a price of HK\$0.470 per SSU. Upon the issue, the outstanding portion of the Hotel Manager's Fees for the six-month period ended 31 December 2024 were settled. After the issue of the Deferred SSUs and completion of the distribution in specie by Great Eagle, the public float of the Trust and the Company increased to approximately 25.18%. Further details are disclosed in the announcements of the Trust and the Company dated 27 February, 28 February, 8 October and 7 November 2025.

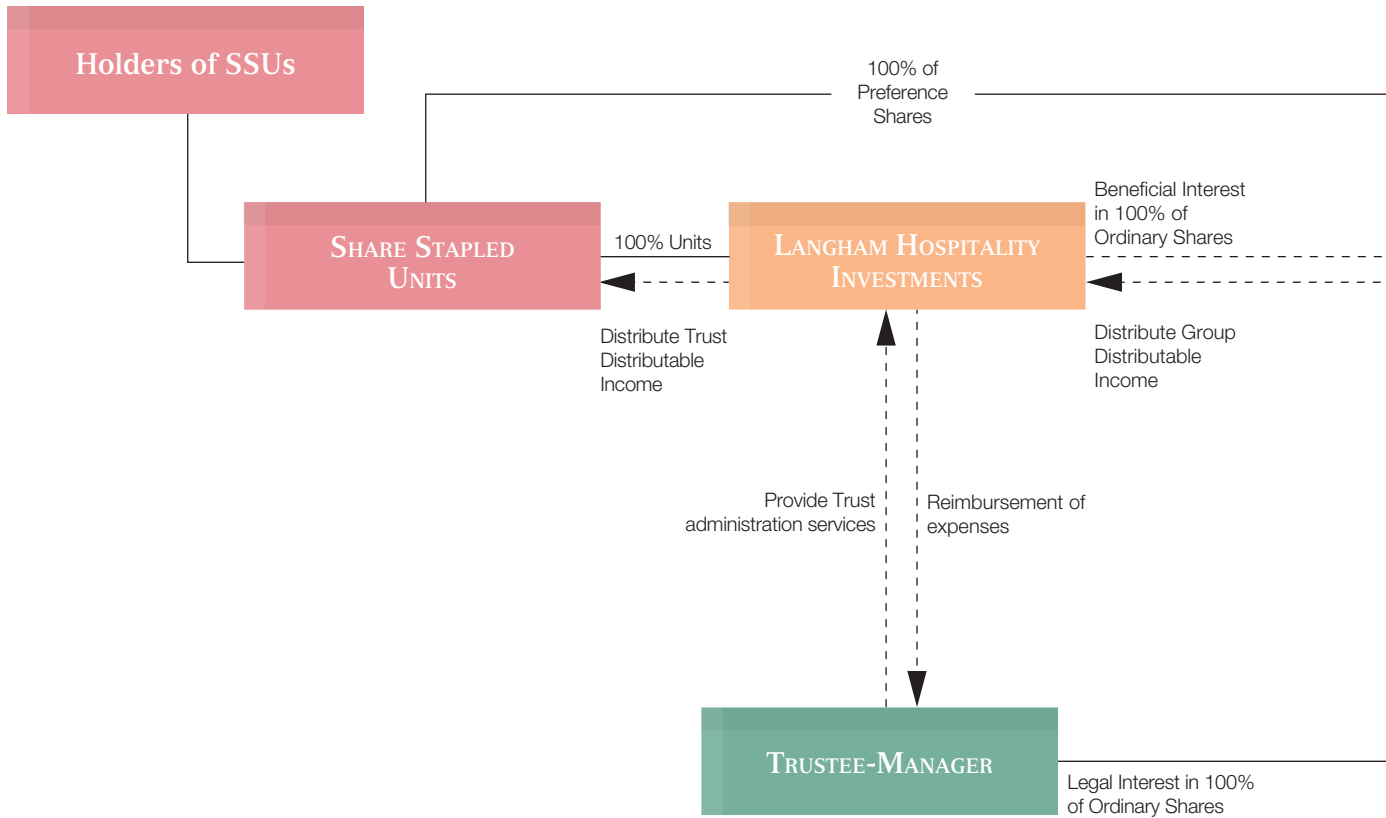
### **General Mandate to Issue Share Stapled Units**

General mandate to allot, issue and deal with no more than 20% of the issued Share Stapled Units of the Trust and the Company was granted by the Holders of Share Stapled Units at the AGM of the Trust and the Company held on 9 May 2025. The mandate shall only remain in effect until the conclusion of the next AGM, or the expiration of the period within which such AGM is required to be held, or until revoked, renewed or varied by an ordinary resolution of Holders of Share Stapled Units, whichever occurs first.

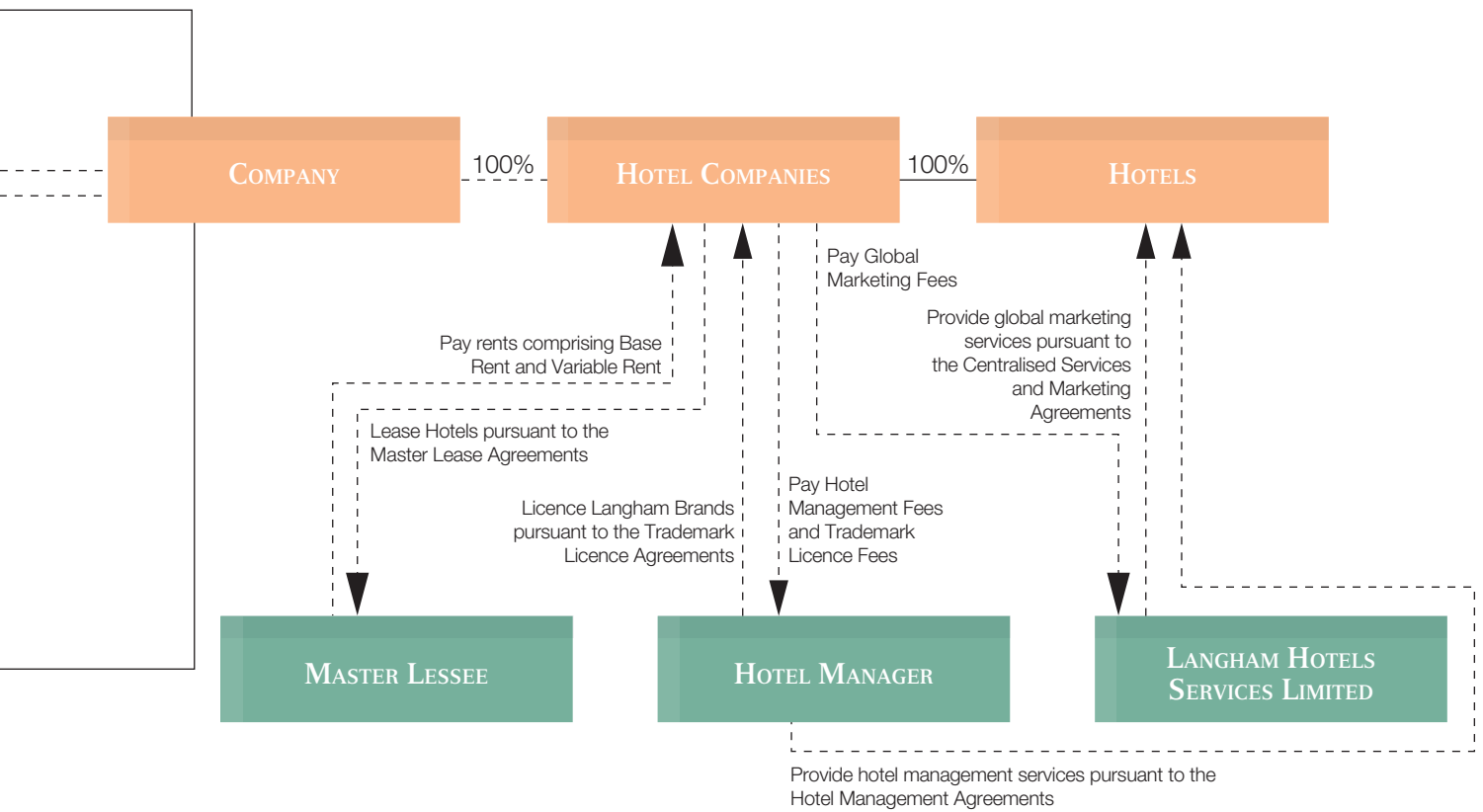
# CORPORATE GOVERNANCE REPORT

## STRUCTURE OF THE TRUST GROUP

The chart below illustrates a simplified version of the structure of the Trust Group:



# CORPORATE GOVERNANCE REPORT



# CORPORATE GOVERNANCE REPORT

Langham Hospitality Investments is constituted pursuant to the Trust Deed dated 8 May 2013 entered into between the Trustee-Manager and the Company under the laws of Hong Kong as a fixed single investment trust, meaning that the Trust may only invest in the securities and other interests in a single entity, being the Company.

The Trustee-Manager is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Great Eagle. In its capacity as trustee-manager of the Trust, the Trustee-Manager has a limited role in the administration of the Trust and is not involved in the management of the operations of the Trust Group.

The Company is a company incorporated in the Cayman Islands as an exempted company with limited liability. It is the holding company of the hospitality business operated by the Trust Group and currently owns and controls the Hotels indirectly through its subsidiaries.

## Capital Structure of the Trust and the Company

Share Stapled Units are jointly issued by the Trust and the Company. Each Share Stapled Unit is composed of the following three components which, subject to the provisions in the Trust Deed, can only be dealt with together and may not be dealt with individually or one without the others:

- (a) a unit in the Trust;
- (b) a beneficial interest in a specifically identified ordinary share in the Company held by the Trustee-Manager, which is “linked” to the unit in the Trust; and
- (c) a specifically identified preference share in the Company which is “stapled” to the unit in the Trust.

As the components of the Share Stapled Units, all of the units in the Trust, the ordinary shares and the preference shares of the Company in issue are listed on the Stock Exchange. However, for so long as the Share Stapled Units are listed on the Stock Exchange, trading on the Stock Exchange will only take place in the form of Share Stapled Units and there is only a single price quotation on the Stock Exchange for a Share Stapled Unit. No price is quoted for the individual components of a Share Stapled Unit.

## CORPORATE STRATEGY, VALUES AND CULTURE

The Company and the Trust as a fixed single investment trust is committed to providing the Holders of Share Stapled Units with the potential for sustainable long-term growth of distributions and enhancement in the value of the hotel portfolio. The Trust Group has been established primarily to own and invest in a portfolio of hotels, with an initial focus on completed hotels located in Asia, and the Trust Group will look to grow and expand its hotel portfolio through active asset management, acquisition growth and capital and risk management strategies. The Boards play a leading role in ensuring the corporate culture of the Trust Group is in alignment with its values and strategies, which enable the Trust Group to create sustainable value and deliver long-term return for the Holders of Share Stapled Units and other stakeholders.

The Boards are also committed to ensuring that the Trust Group’s businesses are conducted in accordance with high standards of business ethics and corporate governance to maximise Unitholders’ interests in the long run. The Boards take the lead in promoting the desired corporate culture and the corporate culture and values are integrated throughout the policies and practices of the Trust Group which are communicated with the management and employees.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE POLICIES AND PRACTICES

The Trustee-Manager Board and the Company Board play a central support and supervisory role in the respective corporate governance duties of the Trust and the Company. The Boards are responsible for reviewing the overall corporate governance arrangements, approving governance policies and reviewing disclosure in Corporate Governance Report prepared on a combined basis.

## Corporate Governance Policies and Procedures

Taking into account the structure of the Trust Group, in particular the business relationship with its holding company, the following policies and procedures are established and constituted the core elements of the governance framework of the Trust Group:

- Anti-Fraud, Bribery and Corruption Policy
- Board Diversity Policy
- Code of Conduct regarding Securities Transactions by Directors and Relevant Employees
- Corporate Governance Measures in respect of the operation of the Right of First Refusal granted by Great Eagle
- Director Independence Policy
- Employee Code of Conduct
- Policy on the Preservation and Prevention of Misuse of Inside Information
- Privacy Policy
- Reporting and Monitoring Policy on Connected Transactions

- Schedule of Matters Reserved for the Board
- Segregation of Duties between Chairman and Chief Executive Officer
- Unitholder Communication Policy
- Whistleblowing Policy
- Workforce Diversity Policy

The Boards regularly review these policies and procedures, and further enhancement will be made from time to time in light of the latest statutory and regulatory regime and applicable international best practices. Copies of the principal governance policies can be obtained from our corporate website ([www.langhamhospitality.com](http://www.langhamhospitality.com)).

## Compliance with Corporate Governance Code

Pursuant to the Trust Deed, both the Trustee-Manager and the Company must co-operate with each other to ensure that each party complies with the applicable Listing Rules and other relevant rules and regulations.

Throughout the year under review, the Trust (via the Trustee-Manager) and the Company had complied with all applicable code provisions, and where appropriate, adopted some of the recommended best practices as set out in the Corporate Governance Code. The requirement to establish a Nomination Committee is not applicable to the Trustee-Manager because the Directors of the Trustee-Manager shall at all times comprise the same individuals who serve as Directors of the Company as required by the Trust Deed. The requirement to establish a Remuneration Committee is also not applicable to the Trustee-Manager as the Directors of the Trustee-Manager are not entitled to any remuneration payable by the Trust nor the Trustee-Manager, and the Trustee-Manager does not have any employees.

# CORPORATE GOVERNANCE REPORT

## Corporate Governance Measures to address Potential Conflicts of Interest

Apart from the parent-subsidary relationship, the Trust Group maintains close business ties with the Great Eagle Group, which are governed by various formal agreements entered into between the two groups as summarised in the chart on pages 74 to 75. These contractual arrangements also constitute connected transactions and/or continuing connected transactions of the Trust and the Company under the Listing Rules. Details of the transactions which are subject to disclosure and reporting requirements are provided in the "Report of the Directors" contained in this Annual Report on pages 113 to 135.

These business relationships along with the fact that some Directors of the Trustee-Manager and the Company also hold directorships in the Great Eagle Group, might give rise to potential conflicts of interests between the Trust Group and the Great Eagle Group. Given the alignment of interests between the Trust Group and the Great Eagle Group, their respective performance and growth between the Trust Group and the Great Eagle Group are mutually complementary and the impact of these conflicts is minimal. The Boards believe that the Directors can make independent decisions in the best interests of the Trust Group and the Unitholders. In all circumstances, the Trustee-Manager Board and the Company Board believe that the potential conflicts can be sufficiently mitigated as follows:

- the Trust Group focuses on optimising the performance of the Hotels with a growth strategy of investing in completed stand-alone hotels in Asia while the Great Eagle Group focuses on further capitalising on its resources and expertise in developing its hotel management services operations and brand building;
- given that the Trust Group is among the major contributors to the performance of the Great Eagle Group, any reliance that the Trust Group may have on the Great Eagle Group in relation to its performance and growth will be mutually complementary;
- the Great Eagle Group has granted to the Company a Deed of Right of First Refusal pursuant to which the Trust Group will have the first right to participate and to acquire completed stand-alone hotels to be managed under the Langham Brands and Other Eaton Brands (as defined in the Great Eagle ROFR Deed) in Asia (excluding Australia and New Zealand) should the Great Eagle Group wish to sell or have the opportunity to invest in these hotels;
- various corporate governance measures are established to address any potential conflicts of interest, thereby safeguarding the interests of independent Unitholders. They include:
  - (i) any conflicted Director must abstain from voting and will not be counted in the quorum of the relevant Board meeting in respect of any transaction, contract or arrangement in which he/she has material interests;
  - (ii) pursuant to Article 90 of the articles of association of the Trustee-Manager, a Director of the Trustee-Manager must give priority to the interest of all the Unitholders as a whole over the interest of the Trustee-Manager in the event of a conflict between the interest of all the Unitholders as a whole and that of the Trustee-Manager;

# CORPORATE GOVERNANCE REPORT

- (iii) potential connected transactions between the Great Eagle Group and the Trust Group and the existing continuing connected transactions (other than exempt continuing connected transactions and those transactions qualifying for an exemption) are reviewed and reported annually by the Independent Non-executive Directors and auditors of the Trustee-Manager and the Company;
  - (iv) where decisions under the Great Eagle ROFR Deed are required, the Trustee-Manager Board and the Company Board will refer such matters to the Independent Non-executive Directors and/or to those Directors without material interests in the matters; and
- specific corporate governance measures have also been put in place in respect of the operation of the Great Eagle ROFR Deed as follows:
    - (i) as part of the Trustee-Manager's and the Company's respective internal control systems, each has maintained a register of all opportunities and/or transactions arising from the implementation of the Great Eagle ROFR Deed;
    - (ii) as part of its internal audit plan, each of the Trustee-Manager and the Company will, through the internal audit function, review the implementation of the Great Eagle ROFR Deed each year;
- (iii) the Audit Committees of the Trustee-Manager and the Company will review the implementation of the Great Eagle ROFR Deed to ascertain that the terms of the Great Eagle ROFR Deed have been complied with. The review will include an examination of supporting documents and such other information deemed necessary by the Audit Committees; and
  - (iv) the Independent Non-executive Directors will annually review Great Eagle's compliance with the terms of the Great Eagle ROFR Deed. The findings will be disclosed in the annual report of the Trust and the Company, including any decisions made by the Trust Group regarding the exercise of the right of first refusal and the basis of such decisions, providing that there is no breach of any of the Trust Group's or Great Eagle's contractual or legal obligations.

The Audit Committees of the Trustee-Manager and the Company shall be responsible for overseeing the implementation of the above corporate governance measures in respect of the operation of the Great Eagle ROFR Deed.

# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS

### Board Composition

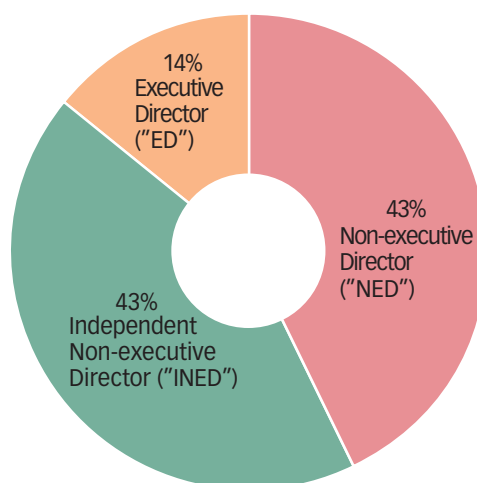
Pursuant to the Trust Deed, the Directors of the Trustee-Manager shall at all times be the same individuals who serve as Directors of the Company.

The composition of the Trustee-Manager Board and the Company Board during the year and up to the date of this report is set out below:

Name of Directors	Length of Tenure	Current Period of Appointment <sup>(1)</sup>
<b>Non-executive Directors</b>		
LO Ka Shui ( <i>Chairman</i> )	12 years	1 year
LO Chun Him, Alexander <sup>(2)</sup>	8 years	2 years
LO Chun Lai, Andrew <sup>(2)</sup>	5 years	3 years
<b>Executive Director</b>		
Brett Stephen BUTCHER ( <i>Chief Executive Officer</i> )	6 years	1 year
<b>Independent Non-executive Directors</b>		
CHAN Ka Keung, Ceajer <sup>(2)</sup>	7 years	2 years
LIN Syaru, Shirley	12 years	1 year
WONG Kwai Lam	12 years	2 years

Notes:

- (1) Since Directors' last re-election at AGM
- (2) To retire at the 2026 AGM and be eligible for re-election



Dr. Lo Ka Shui, being the Chairman and Non-executive Director of the Trustee-Manager and the Company and also a substantial shareholder, the Chairman and Managing Director of Great Eagle, the holding company of the Trust Group, is the father of Mr. Lo Chun Him, Alexander and uncle of Mr. Lo Chun Lai, Andrew. Biographical details of the Directors of the Trustee-Manager and the Company are set out in this Annual Report on pages 26 to 29.

# CORPORATE GOVERNANCE REPORT

Set out below is a summary of expertise and responsibilities of each Board member.

	Expertise	Responsibilities
<b>Non-executive Directors</b>		
LO Ka Shui ( <i>Chairman</i> )	Property and hotel development and investment both in Hong Kong and overseas	Overseeing the operations and affairs of the Boards' effectiveness and the relationships among the Boards, management and stakeholders; leading the Boards in formulating the corporate and financial strategy in the best interest of the Trust Group by taking into account, among other things, the opportunities and risks of the business of the Trust Group; enhancing further synergies between the Trust Group and Great Eagle; and for the overall supervision of the policies governing the conduct of the Trust Group's business
LO Chun Him, Alexander	Property development, financial investments, business and project development	Formulation of strategic directions and high level oversight of the financial management and operations of the Trust Group
LO Chun Lai, Andrew	Business planning, financial stewardship and asset management	Formulation of strategic directions and high level oversight of the financial management and operations of the Trust Group; and overseeing the management of all hotel assets of Great Eagle worldwide
<b>Executive Director</b>		
Brett Stephen BUTCHER ( <i>Chief Executive Officer</i> )	Hotel business experience in both hotel operations and sales and marketing in Asia, the Pacific and North America	Responsible for all day-to-day management decisions and for leading the development and implementing the long and short term strategy and plans; identifying potential risks and opportunities of the Trust Group and implementing appropriate policies; developing procedures designed to ensure compliance with the overall risk management policies; acting as a direct liaison between the Boards and management and communicating to the Boards on behalf of management
<b>Independent Non-executive Directors</b>		
CHAN Ka Keung, Ceajer	Specialised in assets pricing, evaluation of trading strategies and market efficiency	Chairing the Remuneration Committee; scrutinising and monitoring the Trust Group's performance; giving independent judgment, strategic advice and guidance on the business and operations; and reviewing the financial control and systems of risk management and compliance
LIN Syaru, Shirley	International affairs and global investment	Chairing the Nomination Committee; scrutinising and monitoring the Trust Group's performance; giving independent judgment, strategic advice and guidance on the business and operations; and reviewing the financial control and systems of risk management and compliance
WONG Kwai Lam	Commercial and investment banking	Chairing the Audit Committee; scrutinising and monitoring the Trust Group's performance; giving independent judgment, strategic advice and guidance on the business and operations; and reviewing the financial control and systems of risk management and compliance

# CORPORATE GOVERNANCE REPORT

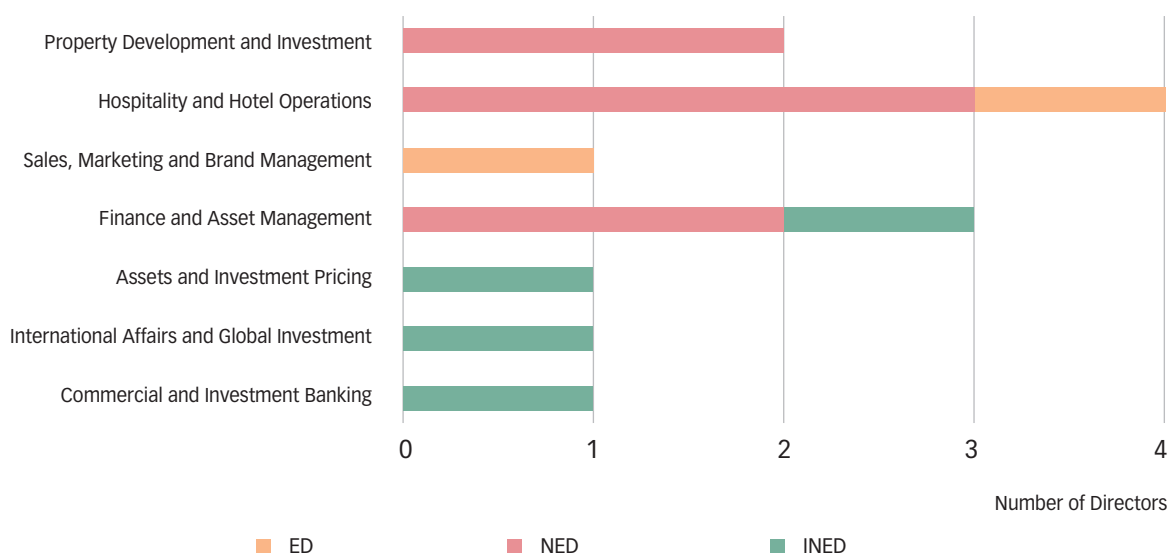
## Board Diversity

The Board Diversity Policy adopted by the Nomination Committee sets out the approach of the Company to achieve diversity on the Boards. The Company recognises and embraces the idea that increasing diversity at the Board level is an important part of achieving its strategic objectives and to attract and retain the best people. Appointments to the Boards shall be on merit, in the context of the skills and experience the Boards as a whole requires to be effective, and against objective criteria and with due regard for the benefits of diversity. There are many considerations that factor into the Nomination Committee's nomination process including legal requirements, best practices, and skills required to complement the Boards' skill

set and the number of Directors needed to discharge the duties of the Boards and Board Committees. The Nomination Committee will not set any restrictions like gender, age, cultural or educational background when short-listing candidates. The Company believes that a truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background and other qualities of Directors. The Nomination Committee shall review the diversity of the Boards at least annually taking into account the Trust Group's business model and specific needs and shall monitor the implementation of the Board Diversity Policy and, if appropriate, make recommendations on proposed changes to the Boards to complement the Company's corporate strategy.

## Board Skills Matrix

As shown in the chart below, the Boards possess a diverse range of skills and experience that are relevant to the Trust Group's business, strategy and governance, contributing to the overall effectiveness of the Boards.



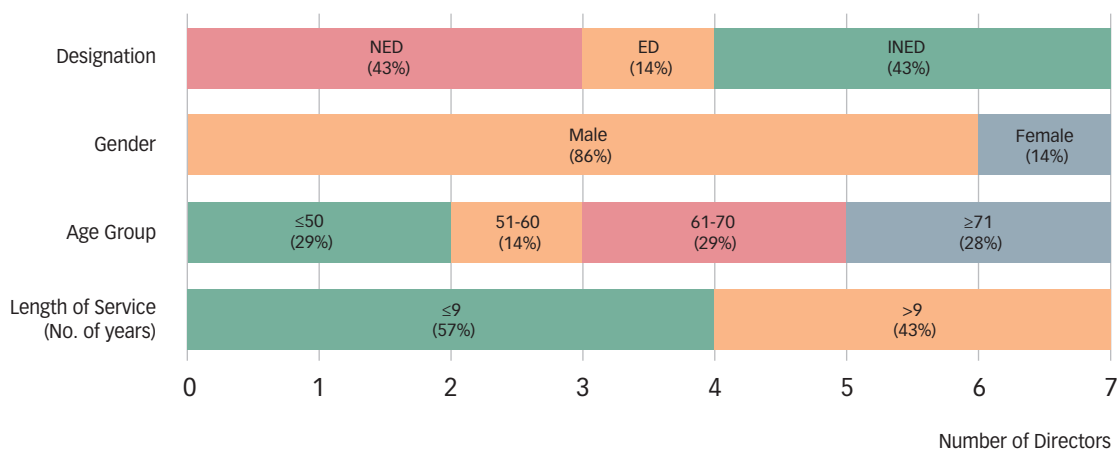
Note: The Boards consist of 7 Directors and multiple skills and experience may apply to a Director.

# CORPORATE GOVERNANCE REPORT

The current mix of skills and experience enables the Boards to have an effective and comprehensive oversight of the Trust Group’s business, strategy and operations. The combination of industry specific knowledge, financial acumen and global perspectives equips the Boards to assess strategic opportunities, ensure effective financial management, oversee risks and compliance, and respond to market changes. As part of the Nomination Committee’s annual assessment of the Board structure, size and composition, the board skills matrix has also been reviewed to ensure that the Boards continue to maintain a balanced mix of expertise, experience and perspectives in alignment with the Trust Group’s business needs and regulatory developments.

## Diversity Mix

Additionally, the Boards consist of members from various age groups and of both genders. The Boards believe that the diversity of the Board encompassing age, gender, skills, knowledge, professional qualifications and experience would contribute to the strategic development and long-term growth of the Trust Group, and consider that the Board Diversity Policy has been effectively implemented for the year 2025. The following chart shows the diversity profile of the Boards as at 31 December 2025:



# CORPORATE GOVERNANCE REPORT

## Board Independence

The Trustee-Manager and the Company recognise that Board independence is critical to good corporate governance and Board effectiveness. The participation of Independent Non-executive Directors on the Boards brings independent and objective judgment to the affairs of the Trust Group including but not limited to issues relating to the Trust Group’s strategy, performance, conflicts of interest and management process, thus ensuring that the Trust Group operates in the best interests of the Unitholders. Each of the Board Committees is chaired by an Independent Non-executive Director and comprises all or a majority of Independent Non-executive Directors.

### Independence Weighting



To ensure independent views and inputs are available to the Boards of the Trustee-Manager and the Company, a Director Independence Policy was adopted and the following mechanisms are implemented by the Boards, and the Board Committees follow the same processes, where applicable, as the Boards.

### Mechanisms to Ensure Independence

#### Independence Assessment

#### Confirmation of independence

All Independent Non-executive Directors have provided a written annual confirmation of independence to the Trustee-Manager and the Company on their compliance with the independence criteria set out under Rule 3.13 of the Listing Rules. The Nomination Committee shall assess the independence of Independent Non-executive Directors upon appointment and annually to ensure they can continually exercise independent judgement. Interlocking directorships of the Board members shall be reviewed by the Nomination Committee annually.

#### Time Commitment

All Directors should attend all regular meetings of the Boards and Board Committees on which they serve and also general meetings of the Trust and the Company. Non-executive Directors (including Independent Non-executive Directors) are required to provide written annual confirmations regarding their time involvement in the affairs of the Trust Group.

# CORPORATE GOVERNANCE REPORT

## Mechanisms to Ensure Independence

### Disclosure of Interest

All Directors have to disclose their interest and/or any actual or potential conflicts of interest in the matters to be considered at the Board or Board Committee meetings and shall abstain from voting in respect of any transaction, contract or arrangement in which he/she has material interests. Directors will be required to provide confirmations of any material interests in business that competes with the Trust Group.

### Appointment Process

The Nomination Committee is delegated by the Board of the Company to shortlist any and all candidates recommended as nominees to be appointed as Directors. The Nomination Committee shall follow the selection criteria and evaluation procedures in nominating candidates to be appointed as Directors of the Boards as set out in the Nomination Policy.

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### Proceedings of the Boards

The dates of the regular Board and Board Committee Meetings for the year are determined in the fourth quarter of the previous year. At least 14 days' formal notice of regular Board and Board Committee Meetings will be given to all Directors, and all Directors are invited to include any matters for discussion in the agenda. By at least three business days in advance of every regular Board and Board Committee Meeting, Directors are provided with the meeting agenda and the relevant board papers containing complete, adequate and timely information, which enables full deliberation on the issues to be considered at the respective meetings.

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### Board Decision Making

During the Board and Board Committee meetings, all Directors are encouraged to freely express their independent views and inputs in an open and candid manner, provide open and objective challenge and informed insight and responses to the management, and contribute their knowledge of the businesses and markets in which the Trust Group operates. Comments and concerns raised by the Directors are closely followed up by the management.

In addition to Board meetings, the Chairman schedules an annual meeting with Independent Non-executive Directors without the presence of other Directors to discuss the affairs of the Trust Group.

The Company Secretary is required to prepare minutes that record not only the decisions reached but also any concerns raised or dissenting views expressed by Directors. A draft version of the minutes is circulated to all Directors for their comment and confirmation. The final version is also provided to the Directors for records. Minutes of all Board and Board Committee Meetings are available for the Directors' inspection.

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# CORPORATE GOVERNANCE REPORT

## Mechanisms to Ensure Independence

### **Supply and Access to Information**

Directors are provided with monthly reports covering highlights of the Trust Group's major businesses, keeping them abreast of the Trust Group's business performance and enabling them to make informed decisions in the best interests of the Trust Group and the Unitholders. More thorough and comprehensive management and financial updates are provided to all Board members on a quarterly basis to ensure each member is aware of the financial performance and position of the Trust Group.

Discussion sessions between the Boards and the management are held twice a year and business performance of the Trust Group, risk management and internal control, information security matters and legal and compliance issues will be reported to the Boards.

Directors also have access to the advice and services of the Company Secretary who supports the Boards, ensures proper information flow within the Boards, and Board policies and procedures are followed.

To facilitate proper discharge of Directors' duties and responsibilities, all Directors are entitled to seek advice from the Company Secretary or in-house legal team as well as from independent professional advisors at the expense of the Trust Group, in which the Company Secretary is responsible for making all necessary arrangements.

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### **Induction and Continuing Professional Development**

The Trust Group has established a Director Development Program that fosters the continuous development of the Board members. Self-reading materials with specific topics will be provided to Directors by the Company Secretary periodically. Further details on the Directors' training records for the year 2025 are set out in sub-section headed "Directors' Orientation and Continuing Professional Development" of this Corporate Governance Report.

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### **Remuneration of Independent Non-executive Directors**

Independent Non-executive Directors receive only fixed fee(s) for their role as members of the Boards and Board Committees. No profit related pay is granted to them as this may lead to bias in their decision-making and compromise their objectivity and independence.

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The Boards believe the above measures could facilitate the Directors to contribute effectively and ensure that independent views and input are available to the Boards and Board Committees. The Boards have reviewed the implementation and effectiveness of the above mechanisms for the year 2025.

# CORPORATE GOVERNANCE REPORT

## Board Responsibilities

Notwithstanding the fact that the Directors of the Trustee-Manager and the Directors of the Company must always be the same individuals pursuant to the Trust Deed as mentioned above, the Trustee-Manager Board and the Company Board have distinct responsibilities. The Directors are the members of the Senior Management of the Trustee-Manager and the Company.

It is the responsibility of the Trustee-Manager Board to ensure that the Trustee-Manager discharges its duties under the Trust Deed, which include but not limited to administering the Trust, keeping safe custody of all the property and rights of any kind whatsoever that are held on trust for the Unitholders and exercising all due diligence and vigilance in protecting the rights and interests of the Unitholders. A Director of the Trustee-Manager shall act in good faith in the best interests of all Unitholders. The Trustee-Manager Board exercises a number of reserved powers such as approval of the financial statements of the Trust and the Trustee-Manager, approval of the annual and interim reports and results announcements of the Trust and the Company, declaration of distributions to the Unitholders, approval of terms of reference of the Trustee-Manager's Board Committee(s), and monitoring of the corporate governance of the Trust.

The Company Board, on the other hand, is responsible for setting out the overall strategies and business objectives of the Group and providing oversight of their implementation by the management team to promote the long-term success of the Group and create sustainable value for the Unitholders. While day-to-day management and operation of the business activities of the Group are delegated to the management who are accountable for the execution of business strategies and initiatives adopted by the Company Board, specific functions reserved to the Company Board are set out in the Schedule of Matters Reserved for the Board and where appropriate shall also be applicable to the Trustee-Manager Board. The schedule is reviewed periodically to ensure that the arrangements remain appropriate to the Trust Group's needs.

### Summary of Key Matters Reserved for the Board

<b>Strategy</b>	<ul style="list-style-type: none"><li>• Approval of the Trust Group's long-term objectives and corporate strategy</li><li>• Extension of the Trust Group's activities into new business of material nature</li><li>• Maintaining and promoting the culture of the Trust Group</li><li>• Any decision to cease to operate all or any material part of the Trust Group's business</li><li>• Any change in the Company's domicile or listing status</li></ul>
<b>Structure and Capital</b>	<ul style="list-style-type: none"><li>• Recommendations to the Unitholders of proposals relating to General Mandate to issue new Share Stapled Units</li><li>• Changes relating to the Trust Group's capital structure</li><li>• Major changes to the Trust Group's corporate structure, management and control structure</li></ul>

# CORPORATE GOVERNANCE REPORT

## Summary of Key Matters Reserved for the Board

### Financial and Corporate Governance

- Approval of the annual report, interim report and results announcements of the Trust and the Company
- Declaration of interim distribution and recommendation of final distribution
- Approval of any significant changes in accounting policies or practice
- Approval of substantial acquisition or disposal
- Approval of non-exempt connected transactions
- Approval of major capital expenditures
- Approval of terms of reference of Board Committees
- Review of the Trust Group's overall corporate governance arrangements
- Approval of the Trust Group's governance policies
- Approval of the environmental, social and governance report

### Board Membership and Other Appointments

- Appointment of Director and membership of Board Committees
- Appointment or removal of the Company Secretary
- Appointment, re-appointment or removal of the external auditor to be put to Unitholders for approval, if required

## Board Evaluation

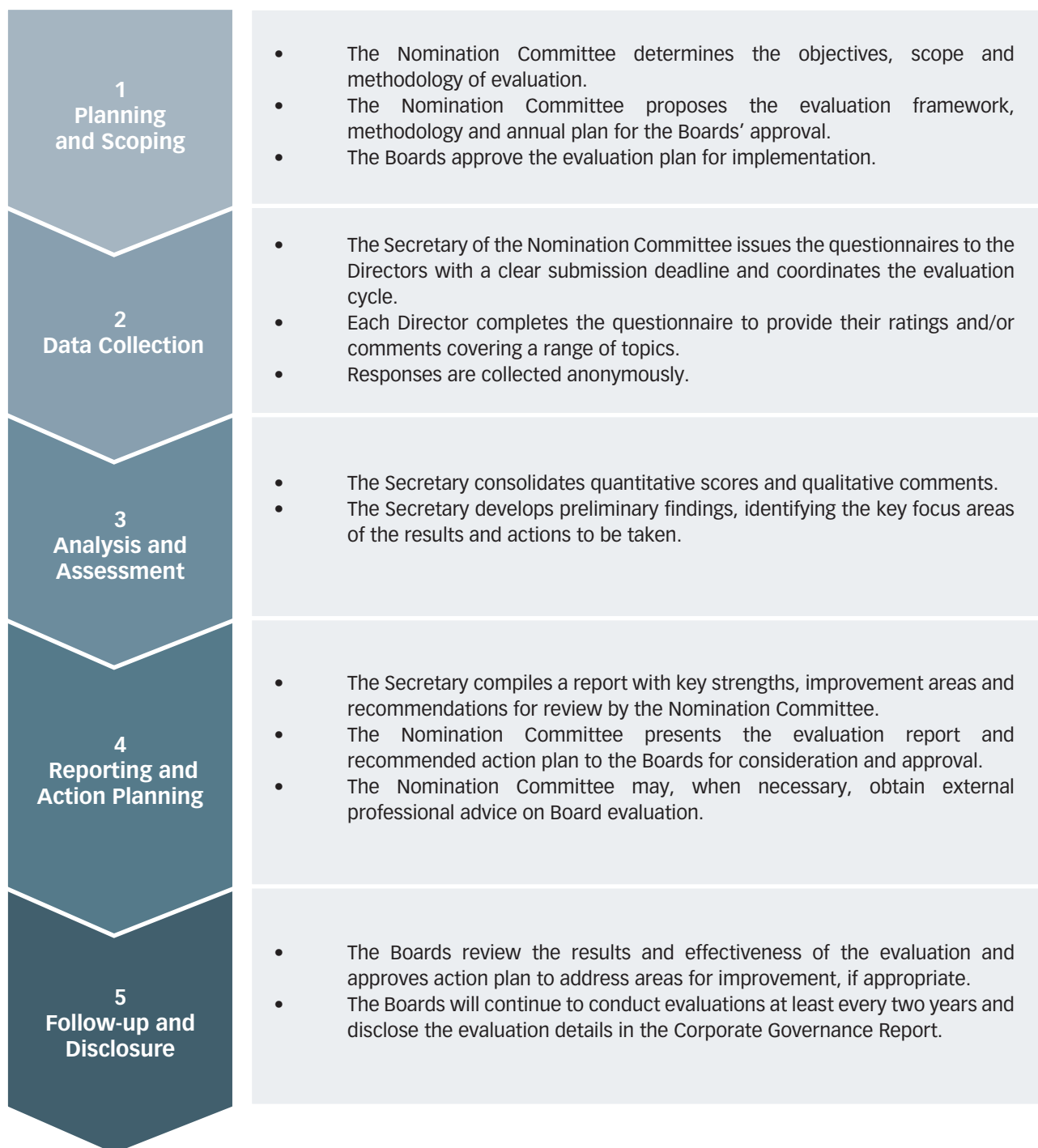
The Boards believe that regular Board evaluation is an essential element to maintaining high standards of corporate governance and enhancing Board effectiveness. The objective of Board evaluation is to measure the accountability, transparency and effectiveness of Boards, ultimately aiming to identify areas for improvement and promote the ongoing enhancement of governance procedures. An internal evaluation on the performance of the Boards is scheduled to be conducted in 2026, with regular evaluations to follow at least every two years thereafter.

The scope of the evaluation will cover various aspects, including:

- (i) Board Mix and Composition;
- (ii) Relationship between the Boards and the Management;
- (iii) Quality of Information and Decision Making; and
- (iv) Boardroom Activities.

# CORPORATE GOVERNANCE REPORT

## Board Evaluation Process



# CORPORATE GOVERNANCE REPORT

## Chairman and Chief Executive Officer

Dr. Lo Ka Shui and Mr. Brett Stephen Butcher hold the positions of Chairman and Chief Executive Officer respectively. The roles and responsibilities of the Chairman and the Chief Executive Officer are clearly defined and separate, and their primary responsibilities are outlined below:

### **Dr. LO Ka Shui** *Chairman*

- Oversees the operations and affairs of the Boards, ensuring effectiveness of the Boards
- Oversees the relationships among the Boards, management and stakeholders
- Leads the Boards in formulating the corporate and financial strategy in the best interest of the Trust Group by taking into account the opportunities and risks of the business
- Enhances further synergies between the Trust Group and its parent company
- Overall supervises the policies governing the conduct of the Trust Group's business

### **Mr. Brett Stephen BUTCHER** *Chief Executive Officer*

- Responsible for all day-to-day management decisions
- Leads the development and implements the long- and short-term strategy and plans
- Identifies potential risks and opportunities of the Trust Group and implements appropriate policies
- Develops procedures designed to ensure compliance with the overall risk management policies
- Acts as a direct liaison between the Boards and management and communicates to the Boards on behalf of management

## Appointment, Re-election and Rotation of Directors

According to the Company's Articles, no less than one-third of all the Directors shall retire from office by rotation at each AGM of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years and any Director appointed either to fill a casual vacancy or as an addition to the Board, shall hold office only until the next following AGM and shall then be eligible for re-election. The provisions of retirement by rotation applicable to the Company Board are also applied, indirectly, to the Trustee-Manager Board in accordance with the Trust Deed.

Mr. Lo Chun Lai, Andrew, being the longest in office since his last re-election, along with Mr. Lo Chun Him, Alexander and Professor Chan Ka Keung, Ceajer, both being determined by lot, will retire as the Directors at the forthcoming AGM and are eligible for re-election.

# CORPORATE GOVERNANCE REPORT

## Nomination Policy

The Nomination Committee adopted the Nomination Policy which sets out the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors of the Company. The objective of the Nomination Policy is to assist the Nomination Committee in fulfilling its duties and responsibilities as provided in its terms of reference. The Nomination Committee shall review the Nomination Policy regularly.

The Nomination Policy also lays down the following nomination procedures to be taken by the Nomination Committee.

Consider any and all candidates recommended as nominees for Directors by any Directors or Unitholders in accordance with the Company's Articles and the Trust Deed

Undertake its own search process for candidates and may retain the services of professional search firms or other third parties to assist in identifying and evaluating potential nominees

Evaluate candidates through personal interviews, background checks, written submission by the candidates and third party references to find individuals of high integrity who possess the qualifications, qualities, skills, experience and independence

Select candidates based on their ability to exercise good judgment and provide practical insights along with diverse perspectives

Recommend candidates for nomination to the Boards, which approve the final choice of candidates

As far as practicable, nominees for each election or appointment of Directors shall be evaluated using a substantially similar process.

# CORPORATE GOVERNANCE REPORT

## Attendance Record at Board Meetings, Board Committee Meetings and General Meetings

During the year under review, each of the Trustee-Manager and the Company held four regular Board meetings. The attendance of individual Directors at all the Board and Board Committee meetings and general meetings held during the year ended 31 December 2025 is set out below:

Name of Directors	Number of Meeting(s) Attended/Eligible to Attend for the year ended 31 December 2025				2025 AGM
	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	
<b>Non-executive Directors</b>					
LO Ka Shui ( <i>Chairman</i> )	4/4	–	1/1	1/1	1/1
LO Chun Him, Alexander	4/4	–	–	–	1/1
LO Chun Lai, Andrew	4/4	–	–	–	1/1
<b>Executive Director</b>					
Brett Stephen BUTCHER ( <i>Chief Executive Officer</i> )	4/4	–	–	–	1/1
<b>Independent Non-executive Directors</b>					
CHAN Ka Keung, Ceajer	4/4	2/2	1/1	1/1	1/1
LIN Syaru, Shirley	4/4	2/2	1/1	1/1	1/1
WONG Kwai Lam	4/4	2/2	1/1	1/1	1/1
<b>Overall Attendance Rate</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Note: Each of the Board and Board Committee meetings of the Trustee-Manager was held concurrently with that of the Company.

## Directors' Orientation and Continuing Professional Development

The Company Secretary shall assist the Chairman and the Chief Executive Officer to manage and oversee the induction process for new directors and continuing professional development of all Directors. The Trust Group has a Director Development Program that fosters the continuous development of the Board members. The program has two components, namely (1) New Director Orientation; and (2) Ongoing Director Development. An induction pack will be provided to the new Director to ensure he/she has a proper understanding of the Trust Group's operations and business. To foster the continuous development and ongoing updating of Directors' skills and knowledge, for the Ongoing Director Development, self-reading materials will be provided to each Director by the Company Secretary periodically.

# CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2025, self-reading materials with specific topics on (1) roles, functions and responsibilities of the Boards and the Directors; (2) legal and regulatory development; (3) corporate governance and ESG; (4) risk management and internal control; (5) industry trends and updates pertaining to the Trust Group's business; (6) taxation and financial reporting; and (7) artificial intelligence were provided to the Directors by the Company Secretary. All Directors had provided their training records to the Trustee-Manager and the Company and confirmed that they had participated in the Ongoing Director Development of more than 10 training hours during the year ended 31 December 2025. The table below summarises the participation of Directors in continuous professional development during the year:

Name of Directors	Topics							Completed Ongoing Director Development of more than 10 hours
	Directors' Roles and Duties	Legal and Regulatory Development	Corporate Governance and ESG	Risk Management and Internal Controls	Industry Trends and Updates	Taxation and Financial Reporting	Artificial Intelligence	
<b>Non-executive Directors</b>								
LO Ka Shui ( <i>Chairman</i> )	✓	✓	✓	✓	✓	✓	✓	✓
LO Chun Him, Alexander								
LO Chun Lai, Andrew	✓	✓	✓	✓	✓	✓	✓	✓
<b>Executive Director</b>								
Brett Stephen BUTCHER ( <i>Chief Executive Officer</i> )	✓	✓	✓	✓	✓	✓	✓	✓
<b>Independent Non-executive Directors</b>								
CHAN Ka Keung, Ceajer	✓	✓	✓	✓	✓	✓	✓	✓
LIN Syaru, Shirley	✓	✓	✓	✓	✓	✓	✓	✓
WONG Kwai Lam	✓	✓	✓	✓	✓	✓	✓	✓

Note: All Directors undertook the above continuous professional development in 2025 through self-reading materials published by external professional firms/regulatory bodies/academic organisations.

## Securities Transactions by Directors and Relevant Employees

The Trust Group has adopted its own Code of Conduct for Securities Transactions on terms no less exacting than the required standard set out in the Model Code and the same is updated from time to time in accordance with the Listing Rules requirements.

Having made specific enquiries, all members of the Boards and relevant employees of the Company confirmed that they had fully complied with the Code of Conduct for Securities Transactions during the year

ended 31 December 2025. The Directors' interests in the securities of the Trust and the Company and the associated corporations (within the meaning of the SFO) as at 31 December 2025 are set out in the "Report of the Directors".

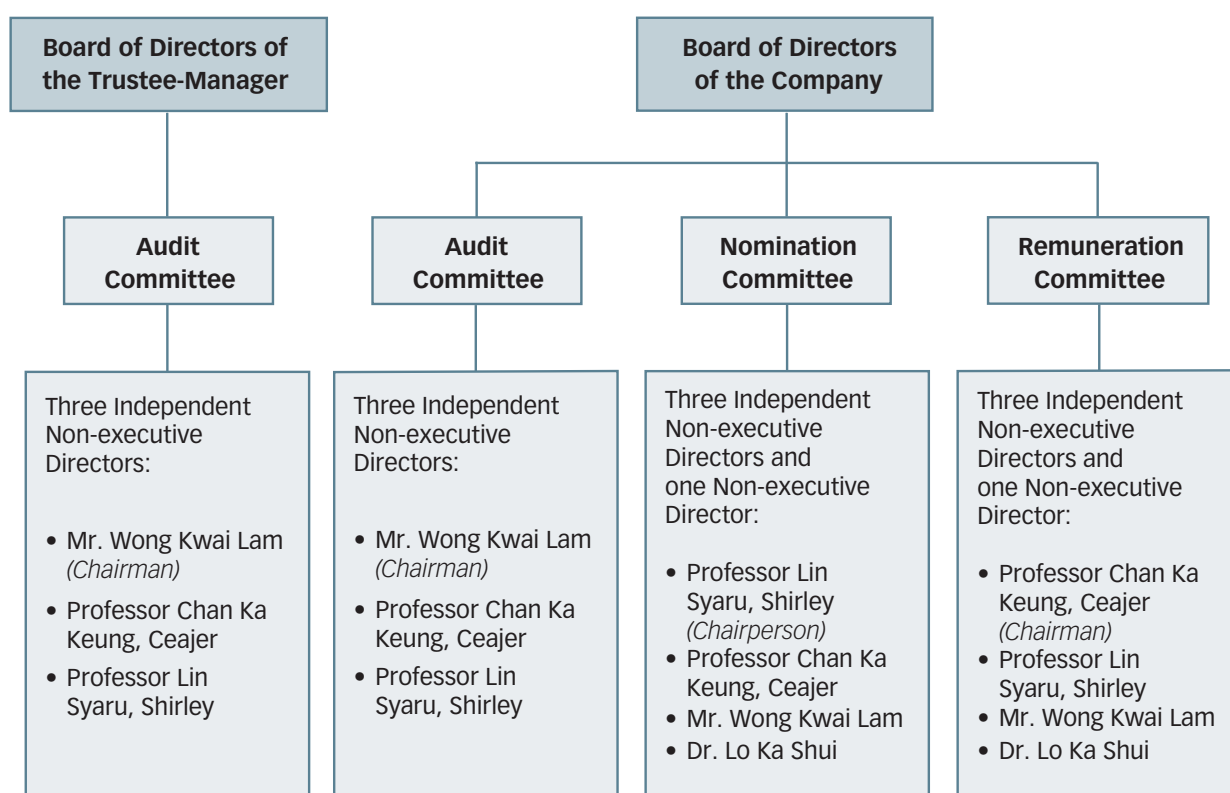
## Directors' and Officers' Insurance

During the year ended 31 December 2025, appropriate Directors' and Officers' liabilities insurance coverage had been arranged in respect of legal action that might be taken against the Directors and officers of the Trustee-Manager and the Company.

# CORPORATE GOVERNANCE REPORT

## BOARD COMMITTEES

To provide effective oversight, the Trustee-Manager Board and the Company Board have established the following Board Committees with their own terms of reference that have been approved by the respective Boards and are reviewed periodically to ensure that they comply with the latest legal and regulatory requirements and reflect developments in recommended best practices. Each Committee reports its decisions and recommendations to the respective Boards. The terms of reference of the Committees setting out in detail their duties and responsibilities are posted on our corporate website ([www.langhamhospitality.com](http://www.langhamhospitality.com)) and the HKEXnews' website.



# CORPORATE GOVERNANCE REPORT

## Audit Committees

### *Roles and Authorities*

The Audit Committees of the Trustee-Manager and the Company assist the Boards on risk management, internal control, financial management and corporate governance issues. Advisory and not supervisory in nature, the Audit Committees review the reports and proposals from management and make recommendations to the Boards regarding financial reporting and other statutory obligations, risk management and internal control systems, audit process and corporate governance practices. The Audit Committee's principal duties are:

- (a) to review half-year report, annual report and financial statements, and provide relevant comments and advice to the Boards;
- (b) to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to maintain effective systems including the adequacy of resources, staff qualifications and experience, training programmes and budget of accounting and financial reporting function;
- (c) to review the internal audit programme, ensure that the internal audit function is adequately resourced, and to monitor its effectiveness;
- (d) to advise the Boards regarding the appointment, re-appointment and removal of external auditor, approve its remuneration and terms of engagement, and handle any questions of its resignation or dismissal;
- (e) to review the external auditor's management letter, and address any material queries from the auditor to the management about accounting records, financial accounts or internal control system and the management's response to the points raised;
- (f) to review the arrangements for employees to confidentially raise concerns about possible improprieties in financial reporting, risk management, internal control or other matters, and ensure that proper arrangements are in place for fair and independent investigation of these matters along with appropriate follow-up action; and
- (g) to review the implementation and compliance of the Great Eagle ROFR Deed.

# CORPORATE GOVERNANCE REPORT

## Summary of work

During the year ended 31 December 2025, the Audit Committees of the Trustee-Manager and the Company held two regular meetings with all members present. The following is a summary of the major work done categorised by the primary areas of duties of the Audit Committees:

Primary Areas of Duties	Summary of Major Work Done of the Audit Committees in 2025
<b>Disclosure of Financial Information</b>	<ul style="list-style-type: none"> <li>• reviewed the draft 2024 Annual Report and annual results announcement of the Trust and the Company for the year ended 31 December 2024</li> <li>• reviewed the draft 2025 Interim Report and interim results announcement of the Trust and the Company for the period ended 30 June 2025</li> <li>• reviewed the audited financial statements of the Trust and the Company and the audited financial statements of the Trustee-Manager for the year ended 31 December 2024, and reviewed the unaudited financial statements of the Trust and the Company and the unaudited financial statements of the Trustee-Manager for the period ended 30 June 2025, with particular regard to the significant audit risks and other audit issues including:               <ol style="list-style-type: none"> <li>(1) the review on the fair value of the three investment properties of the Trust Group; and</li> <li>(2) the potential oversight by management in financial reporting process</li> </ol> </li> </ul>
<b>Risk Management and Internal Control</b>	<ul style="list-style-type: none"> <li>• reviewed the significant findings and recommendations from the internal auditor</li> <li>• reviewed the effectiveness of the risk management and internal control systems of the Trust, the Company and the Trustee-Manager</li> </ul>
<b>Reports from External Auditor</b>	<ul style="list-style-type: none"> <li>• reviewed the reports from Deloitte Touche Tohmatsu on interim review of the financial information and annual audit of the financial statements of the Trust and the Company and of the Trustee-Manager</li> </ul>
<b>Re-appointment of External Auditor</b>	<ul style="list-style-type: none"> <li>• reviewed and considered the re-appointment of Deloitte Touche Tohmatsu as the external auditor, the provision of audit and non-audit services and approved its remuneration</li> </ul>
<b>Connected Transactions</b>	<ul style="list-style-type: none"> <li>• reviewed and monitored connected transactions through half-yearly reports submitted by management to ensure compliance with the terms of the waivers granted by the Stock Exchange and all other applicable rules and regulations</li> </ul>
<b>Legal and Regulatory Compliance</b>	<ul style="list-style-type: none"> <li>• reviewed the legal and regulatory, and governance and compliance issues including but not limited to compliance with the Listing Rules, the Trust Deed, the SFO and the Corporate Governance Code for the year ended 31 December 2024 and the six months ended 30 June 2025, and the disclosure in the Corporate Governance Report</li> </ul>

# CORPORATE GOVERNANCE REPORT

Primary Areas of Duties	Summary of Major Work Done of the Audit Committees in 2025
<b>Great Eagle ROFR Deed</b>	<ul style="list-style-type: none"> <li>• reviewed and adopted the corporate governance measures in respect of the operation of the Great Eagle ROFR Deed</li> <li>• reviewed the implementation and compliance of the Great Eagle ROFR Deed</li> <li>• during the year 2025, there were no properties or investment opportunities being acquired by or made available to the Great Eagle Group that were subject to the Great Eagle ROFR Deed</li> </ul>

## Nomination Committee

### *Roles and Authorities*

The Nomination Committee formulates policy and makes recommendations to the Company Board on nomination, appointment or re-appointment of Directors and Board succession. The principal duties of the Nomination Committee are:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Company Board at least annually, assist the Board in maintain a board skills matrix, and make recommendations on any proposed changes to the Company Board to complement the Company's corporate strategy;
- (b) to formulate a policy concerning diversity of the Company Board and review the implementation of such policy annually;
- (c) to formulate a policy for the nomination of Directors and review such policy periodically;
- (d) to identify individuals suitably qualified to become Board members and make recommendations to the Company Board on the selection of individuals nominated for directorships;
- (e) to assess the independence of Independent Non-executive Directors;

- (f) to make recommendations to the Company Board on the appointment or re-appointment of Directors and succession planning for Directors;
- (g) review the implementation and effectiveness of the mechanisms to ensure independent views and input are available to the Boards on an annual basis and make recommendations to the Company Board;
- (h) review and assess regularly the time commitment and contribution to the Boards by each Director as well as the Director's ability to discharge his or her responsibilities effectively; and
- (i) support the Company's regular evaluation of the Boards' performance.

The requirement to establish a Nomination Committee is not relevant to the Trustee-Manager as the Trust Deed requires that the Directors of the Trustee-Manager shall at all times comprise the same individuals who serve as Directors of the Company.

The Nomination Committee currently consists of one female and three male Directors, and therefore complies with the requirement of having Directors of both genders in the Committee.

# CORPORATE GOVERNANCE REPORT

## Summary of Work

During the year ended 31 December 2025, one Nomination Committee meeting was held, with full attendance by all Committee members. The following is a summary of the major work done categorised by the primary areas of duties of the Nomination Committee:

Primary Areas of Duties	Summary of Major Work Done of the Nomination Committee in 2025
<b>Board Composition</b>	<ul style="list-style-type: none"> <li>reviewed the structure, size, and composition (including the skills, knowledge and experience) of the Company Board and the contributions required from the Board members</li> <li>reviewed Directors' time commitment to the affairs of the Trust and the Company through, inter alia, their meeting attendance and other listed companies' directorships</li> </ul>
<b>Board Independence Mechanisms</b>	<ul style="list-style-type: none"> <li>reviewed the implementation and effectiveness of the mechanisms set out in the Director Independence Policy to ensure independent views and input were available to the Boards</li> </ul>
<b>Independence of Independent Non-executive Directors</b>	<ul style="list-style-type: none"> <li>assessed independence of all the Independent Non-executive Directors, including Independent Non-executive Directors who have served on the Boards for more than nine years ("Long Serving INEDs")</li> </ul>
<b>Appointment or Re-appointment of Directors</b>	<ul style="list-style-type: none"> <li>reviewed and made recommendations to the Company Board in respect of the re-election of retiring Directors at the 2025 AGM, namely Dr. Lo Ka Shui, Mr. Brett Stephen Butcher and Professor Lin Syaru, Shirley</li> </ul>

## Independence Assessment of Independent Non-executive Directors

The Nomination Committee believes that independence is an important part of fulfilling the Directors' duty to supervise the management of the business and affairs of the Trust and the Company. To be considered independent, an Independent Non-executive Director must meet the independence criteria set out in Rule 3.13 of the Listing Rules. The Nomination Committee has considered the following factors for assessing the independence of the Independent Non-executive Directors for the year 2025.

Assessment Criteria	Independence Assessment for 2025
<b>Annual Confirmations</b>	<ul style="list-style-type: none"> <li>All Independent Non-executive Directors have submitted written annual confirmations to the Trustee-Manager and the Company regarding the following:               <ol style="list-style-type: none"> <li>compliance with the independence criteria set out in Rule 3.13 of the Listing Rules; and</li> <li>sufficiency of time spent and attention to the affairs of the Trust Group.</li> </ol> </li> </ul>
<b>Conflict of Interest Issue</b>	<ul style="list-style-type: none"> <li>All Independent Non-executive Directors have confirmed that they have no material interest, either directly or indirectly, in any business that competes with the Trust Group's operations.</li> <li>They are not involved in the daily management of the Trust and the Company and have never taken part in any executive role that would interfere with their independent judgement.</li> <li>They do not have any relationships with any other Directors, senior management, substantial or controlling Holders of Share Stapled Units of the Trust and the Company.</li> </ul>

# CORPORATE GOVERNANCE REPORT

Assessment Criteria	Independence Assessment for 2025
<b>Tenure</b>	<ul style="list-style-type: none"><li>The Nomination Committee noted that there are two Long Serving INEDs, namely, Professor Lin Syaru, Shirley and Mr. Wong Kwai Lam, and their re-appointments will be subject to a separate resolution to be approved by the Holders of Share Stapled Units at the AGM.</li><li><i>Background and Contributions of Professor Lin</i> Professor Lin is Research Professor at the Miller Center of Public Affairs at the University of Virginia and a Non-resident Senior Fellow in the Foreign Policy Program at the Brookings Institution. She is also a faculty member at the Chinese University of Hong Kong and chairs the Center for Asia-Pacific Resilience and Innovation. Her research and teaching focus on cross-strait relations, international and comparative political economy, as well as the challenges facing high-income societies in East Asia. She has also served on the boards of numerous private and public companies and was specialised in the privatisation of state-owned enterprises in Mainland China, Singapore and Taiwan. The Nomination Committee considered that Professor Lin possesses the requisite perspectives, skills and wealth of experience in international affairs and global investment that offer valuable global perspectives and insight to the Trust Group and enhance the Boards' diversity.</li><li><i>Background and Contributions of Mr. Wong</i> Mr. Wong has over 30 years of experience in the commercial and investment banking industry. He also has extensive board experience with publicly listed trusts in Hong Kong and/or Singapore. He is well versed with the governance and administration structure of a trust and can provide valuable insights into the economic trends, market conditions, and potential risks or opportunities, and offer a deep understanding of macroeconomic factors that may impact the Trust Group's operations. The unique background and experience of Mr. Wong can enable him to have more exposure to certain tasks on risk management and control procedures, which can be implemented in the Trust Group to provide effective monitoring.</li><li>The Nomination Committee formed the view that there is no evidence showing that Long Serving INEDs would lose their independence nor be at an increased risk of complacency given their familiarity with management. The Nomination Committee considered that independence of mind is far more important than the appearance of independence and was fully satisfied that the both Long Serving INEDs demonstrated complete independence in character and judgement both in their designated roles as members of the Boards and Board Committees and was of the opinion that they will continue to bring independent views of the Trust Group's affairs to the Boards notwithstanding their length of service.</li><li>The succession planning for Directors will be reviewed and recommendations will be made to the Board of the Company for refreshment of Long Serving INEDs.</li></ul>

In view of the above, the Nomination Committee believed that all Independent Non-executive Directors remain independent and are able to provide impartial advice and exercise independent judgement, ensuring the Boards' objectivity and integrity in decision making will not be weakened.

# CORPORATE GOVERNANCE REPORT

## Directors' Time Commitment and Contribution Assessment

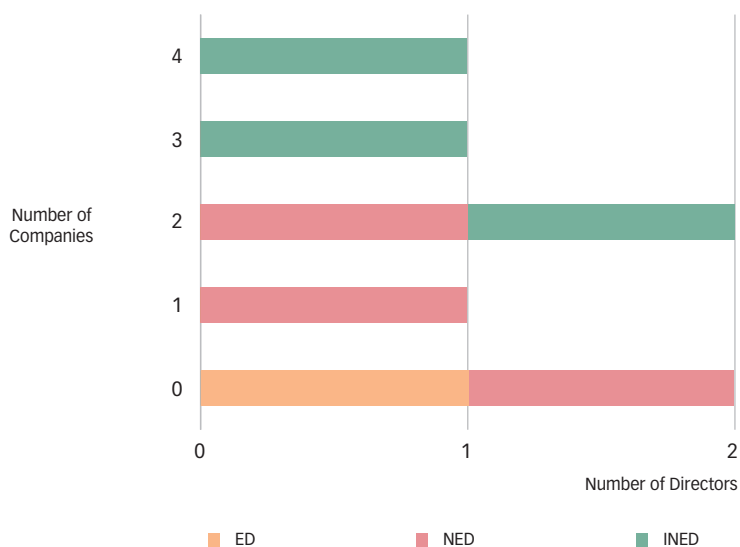
The Nomination Committee recognises the importance of Directors being able to contribute sufficient time to the Trust and the Company to effectively discharge their responsibilities. The Nomination Committee has assessed the Directors' time commitment and contribution to the Boards for the year 2025 based on the following factors:

Assessment Criteria	Time Commitment and Contribution Assessment for 2025
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**Other Listed Directorships and/or Other Significant External Commitments**

- All Directors have disclosed to the Trustee-Manager and the Company annually their other directorships held in Hong Kong or overseas listed companies and other significant external commitments. As at 31 December 2025, no Director concurrently held more than six listed company directorships. The Nomination Committee considered that the Directors are able to devote sufficient time to the affairs of the Trust Group without being over-occupied in the business of other listed companies or other significant external commitments.

**Directorships with other listed companies**



- They have also provided written confirmation to the Trustee-Manager and the Company that they had given sufficient time and attention to the affairs of the Trust Group during the year 2025.

**Attendance Record**

All Directors have attended all Board Meetings, Board Committees Meetings and AGM held during the year 2025.

**Responsibilities and Skills**

Directors are able to contribute effectively to the Boards through their responsibilities, skills and experience which are set out in the sub-sections "Board Composition" and "Board Diversity" of this Corporate Governance Report.

In view of the above, the Nomination Committee believed that the Directors were able to devote sufficient time and attention to the affairs of the Trust Group and discharge their responsibilities effectively during the year 2025.

# CORPORATE GOVERNANCE REPORT

## Remuneration Committee

### *Roles and Authorities*

The Remuneration Committee sets up formal and transparent procedures for setting policy on Executive Director's remuneration and for fixing the remuneration packages for all Directors and management and to ensure remuneration levels are sufficient to attract and retain Directors to run the Company successfully without paying more than necessary.

The Remuneration Committee has the delegated responsibility to determine the remuneration packages of individual Executive Director and management and to make recommendations to the Boards on the remuneration of Non-executive Directors.

The requirement to establish a Remuneration Committee is not applicable to the Trustee-Manager as its Directors are not entitled to any remuneration payable by the Trust nor the Trustee-Manager, and the Trustee-Manager does not have any employee.

### *Summary of Work*

During the year ended 31 December 2025, one Remuneration Committee meeting was held, with full attendance by all Committee members. Below is a summary of major work done categorised under the primary areas of duties of the Remuneration Committee:

Primary Areas of Duties	Summary of Major Work Done of the Remuneration Committee in 2025
<b>Remuneration Packages of Executive Director and Management</b>	<ul style="list-style-type: none"><li>approved the salary review and discretionary bonus distribution for the year 2025 and other remuneration packages of the Executive Director and management of the Company</li></ul>
<b>Remuneration of Non-executive Directors and Independent Non-executive Directors</b>	<ul style="list-style-type: none"><li>reviewed the market trend of the remuneration package generally offered to non-executive directors and independent non-executive directors of comparable companies listed in Hong Kong</li><li>reviewed the remuneration package offered to Non-executive Directors and Independent Non-executive Directors of the Company and recommended that no adjustment should be made for the year 2025</li></ul>

# CORPORATE GOVERNANCE REPORT

## REMUNERATION OF DIRECTORS

The framework of the remuneration offered to the Executive Director and management of the Company is a combination of pre-determined elements plus discretionary components:

Remuneration Framework	
<b>Basic Compensation</b>	<ul style="list-style-type: none"><li>includes basic salary, retirement benefits and other allowances</li><li>it is fixed and set to be at the level sufficient to retain and motivate employees, taking into account the scope and complexity of responsibilities, individual performance as well as market pay levels</li></ul>
<b>Bonus and Incentives</b>	<ul style="list-style-type: none"><li>vital to align the interest of the executives with that of Unitholders</li><li>the level is determined by reference to factors such as the financial performance and profitability of the Trust and the Company, individual performance, prevailing market conditions and remuneration benchmark in the industry</li></ul>

As discussed above, Directors of the Trustee-Manager are not entitled to any remuneration payable by the Trust nor the Trustee-Manager. The Directors' fees entitled to be received by each Director of the Company and the members of the respective Board Committees of the Company for the year 2025 are set out hereinbelow. The remuneration levels were proposed with reference to the time involved, specific duties and services of individual directors and the prevailing market conditions.

Further details of Directors' emoluments are provided in note 14 to the consolidated financial statements of the Trust and the Company.

### Director's Fee and Board Committee Remuneration

Capacity	Annual Fee (HK\$)
<b>Board of Directors</b>	
<ul style="list-style-type: none"><li>Executive Director</li></ul>	50,000
<ul style="list-style-type: none"><li>Non-executive Director</li></ul>	170,000
<ul style="list-style-type: none"><li>Independent Non-executive Director</li></ul>	220,000
<ul style="list-style-type: none"><li>Chairman</li></ul>	270,000
<b>Audit Committee</b>	
<ul style="list-style-type: none"><li>Chairman</li></ul>	100,000
<ul style="list-style-type: none"><li>Committee Member</li></ul>	50,000
<b>Remuneration Committee</b>	
<ul style="list-style-type: none"><li>Chairman</li></ul>	50,000
<ul style="list-style-type: none"><li>Committee Member</li></ul>	25,000
<b>Nomination Committee</b>	
<ul style="list-style-type: none"><li>Chairman</li></ul>	30,000
<ul style="list-style-type: none"><li>Committee Member</li></ul>	20,000

# CORPORATE GOVERNANCE REPORT

## RISK MANAGEMENT AND INTERNAL CONTROL

The Trustee-Manager Board and the Company Board are entrusted with the overall responsibility on an ongoing basis for ensuring that adequate and effective risk management and internal control systems are established and maintained for the Trustee-Manager and the Company. The systems are designed to provide reasonable but not absolute assurance against material misstatement or loss, and to manage rather than eliminate risk of failure to meet the business objectives. The followings have been established and executed to ensure there are adequate and effective risk management and internal control systems within the Trustee-Manager and the Company:

- (a) a good control environment including a well-defined organisational structure, limit of authority, reporting lines and responsibilities;
- (b) a Risk Management Self-Assessment and Internal Control Self-Assessment conducted annually by the Trustee-Manager and the Company;
- (c) appropriate risk mitigating activities including clear and written company policies and procedures that can manage risks to an acceptable level for the achievement of the business objectives;
- (d) effective information platforms to facilitate internal and external information flow;
- (e) a structural internal audit function to perform independent appraisal of major operations on an ongoing basis; and
- (f) Information Security Awareness Training regularly organised by the Internal Audit Department.

Through the Audit Committees of the Trustee-Manager and the Company and the Great Eagle Group's Internal Audit Department, the Trustee-Manager Board and the Company Board have conducted an annual review on the effectiveness of the risk management and internal control systems for the year ended 31 December 2025.

A risk management framework is implemented that provides a structured basis where all key risks (including but not limited to governance and strategy, regulatory compliance, people and talent, technology and operations, financial, economic, legal and ESG) are identified, analysed, evaluated, treated, monitored and reported in a consistent manner at all levels across the Company. A Risk Register is maintained to summarise the significant risks faced by the Company and the relevant risk mitigating activities.

With the adoption of a risk-based approach, the Internal Audit Department takes the lead to evaluate the risk management and internal control systems of the Trustee-Manager and the Company by reviewing all their major operations on a cyclical basis. The audit reviews cover all material controls including financial, operational and compliance controls. Results of the audit reviews in the form of audit reports are submitted to the members of the Audit Committees for discussion at the Audit Committee meetings. The internal audit reports are also followed up by the Internal Audit Department to ensure that findings previously identified have been properly resolved.

The three-year audit plan of the Internal Audit Department is approved by the Audit Committees. The Head of Internal Audit Department reports directly to the Audit Committees and the Chairman of the Boards.

Based on the results of the internal audit reviews for the year ended 31 December 2025 and the assessment of the Audit Committees thereon, no significant irregularity or deficiency in the risk management and internal control systems has drawn the attention of the Audit Committees.

The Trustee-Manager Board and the Company Board are satisfied that the Trust (together with the Trustee-Manager) and the Company have maintained adequate and effective risk management and internal control systems for the year ended 31 December 2025.

# CORPORATE GOVERNANCE REPORT

## EXTERNAL AUDITORS

### Auditor's Responsibilities for the Financial Statements

The statement by the Auditor about its reporting responsibilities for the Trust Group and the Trustee-Manager are set out in the "Independent Auditor's Report" on pages 137 to 141 and pages 198 to 200 respectively of this Annual Report.

### Auditor's Remuneration

During the year ended 31 December 2025, the total fees in respect of audit and non-audit services provided to the Trust Group and the Trustee-Manager by the external auditor, Messrs. Deloitte Touche Tohmatsu, are set out as follows:

Services rendered	For the year ended 31 December 2025	
	Trust Group HK\$'000	Trustee-Manager HK\$'000
<b>Audit services</b>	1,312	20
<b>Non-audit services</b>		
Interim review fee	386	–
Other review fees including continuing connected transactions review, etc	98	2
<b>Total</b>	<b>1,796</b>	<b>22</b>

Note: The total amount of Auditor's Remuneration as disclosed in note 13 to the consolidated financial statements of the Trust and the Company and note 4 to the financial statements of the Trustee-Manager are HK\$1,312,000 and HK\$20,000 respectively and do not include the fees in respect of non-audit services.

# CORPORATE GOVERNANCE REPORT

## UNITHOLDERS ENGAGEMENT

### Constitutional Documents

During the year ended 31 December 2025, there was no change to the Trust Deed and the Company's Articles, the current version of which are available for download from our corporate website ([www.langhamhospitality.com](http://www.langhamhospitality.com)) and the HKEXnews' website.

### Communication with Unitholders

The Trustee-Manager and the Company recognise the importance of maintaining an ongoing dialogue with the Unitholders. The Boards have adopted the Unitholder Communication Policy which sets out the framework for promoting effective communication and engagement with individual Unitholders, institutional investors and other stakeholders, and annually review its effectiveness. Below is a summary of the communication channels and engagements with the Unitholders.

Channels	Unitholders Engagement in 2025
<b>Corporate Communications<sup>(Note)</sup></b>	<ul style="list-style-type: none"><li>Approximately 40 Corporate Communications documents (including annual report, interim report, and various announcements and notices) were published on our corporate website and the HKEXnews' website during 2025.</li><li>Pursuant to the Listing Rules, the Trust and the Company have adopted electronic dissemination of Corporate Communications and Actionable Corporate Communications<sup>(Note)</sup>. For Unitholders who prefer to read offline, Corporate Communications in printed form, free of charge, will be sent to them upon receipt of their written request.</li></ul>
<b>Corporate Website</b>	<ul style="list-style-type: none"><li>Our corporate website (<a href="http://www.langhamhospitality.com">www.langhamhospitality.com</a>) includes all Corporate Communications of the Trust and the Company, key corporate governance policies, terms of reference of the various Board Committees, financial calendar and other important corporate information, enabling the Unitholders and investors to access to timely and updated information.</li><li>Presentation materials on annual and interim results are also posted on our corporate website so as to deliver a more in-depth understanding on the Trust Group's financial performance and position.</li></ul>

# CORPORATE GOVERNANCE REPORT

Channels	Unitholders Engagement in 2025
<b>General Meetings</b>	<ul style="list-style-type: none"><li>• General meetings are an important forum to engage with the Unitholders, providing an opportunity for the Unitholders to raise comments and express their views on the performance of the Trust Group with the Directors and the management. Further details on the 2025 AGM, and proceedings of general meetings are set out in sub-section headed “General Meetings” below.</li><li>• Unitholders may directly communicate with Directors and the management at general meetings, and enquiries from Unitholders will be responded to within a specific timeframe.</li></ul>
<b>Distribution Information</b>	<ul style="list-style-type: none"><li>• Distribution Policy and the Boards’ distribution decisions are disclosed under sub-section headed “Distribution Policy” below.</li></ul>
<b>Enquiries from the Unitholders</b>	<ul style="list-style-type: none"><li>• Unitholders, other stakeholders and members of the public may direct their written enquiries to the Trustee-Manager Board and the Company Board by writing to the Company’s principal place of business in Hong Kong or by email to <a href="mailto:enquiry@langhamhospitality.com">enquiry@langhamhospitality.com</a>.</li></ul>

Note: “Corporate Communications” refer to annual reports, interim reports, notices of meetings, circulars, proxy forms and other publications of the Trust and the Company; and “Actionable Corporate Communications” refer to any Corporate Communications that seek instructions from Unitholders on how they wish to exercise their rights or make an election as Unitholders.

The Boards have reviewed the implementation of the communication channels and, based on the above, considered the Unitholder Communication Policy has been effectively implemented during the year 2025.

# CORPORATE GOVERNANCE REPORT

## General Meetings

The general meetings of the Trust and the Company provide a principal communication channel between the Unitholders and the Boards.

General meetings of the Trust and the Company are held on a combined basis, proceedings of general meetings as summarised hereinbelow are reviewed from time to time to ensure that the best appropriate corporate governance practices are followed.

### Proceedings of General Meetings

Notice of general meetings together with other relevant corporate communications will be despatched to Holders of Share Stapled Units (i) no less than 21 days prior to the AGM and general meeting where a special resolution is proposed for consideration and (ii) no less than 14 days for all other general meetings.

The Chairman of the Trustee-Manager Board and the Company Board as well as the chairmen of each of the Board Committees or, in their absence, their duly appointed delegates or other members of the respective Committees are available to answer questions at the general meetings.

The chairman of the independent board committee or, in his/her absence, his/her duly appointed delegates or other member(s) of the committee will be available to answer questions at any general meetings at which approval for a connected transaction or approval from independent Holders of Share Stapled Units for any other transactions is sought.

The external auditor will attend the AGM to answer questions relating to the audit.

To safeguard the interests and rights of the Holders of Share Stapled Units, separate resolutions are proposed at the general meetings on each substantial issue, including the election/re-election of each individual Director.

Holders of Share Stapled Units will be provided opportunities to ask questions for each of the proposed resolutions at general meetings.

All votes of the Holders of Share Stapled Units at general meetings will be taken by poll. The procedures for conducting a poll will be clearly explained at the meeting.

Independent scrutineer will be engaged to ensure all votes at general meetings are properly counted.

Poll results will be made available by way of an announcement, which will be published on our corporate website and the HKEXnews' website on the same day after the general meeting.

# CORPORATE GOVERNANCE REPORT

## 2025 AGM

The 2025 AGM of the Trust and the Company was held on 9 May 2025 at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong. The matters resolved thereat are listed below:

- Received and adopted the audited consolidated Financial Statements of the Trust and the Company for the year ended 31 December 2024, the audited Financial Statements of the Trustee-Manager for the year ended 31 December 2024, together with their respective Reports of the Directors and the Independent Auditor.
- Declared a final distribution of HK1.6 cents per Share Stapled Unit for the year ended 31 December 2024.
- Re-elected Dr. Lo Ka Shui as a Non-executive Director, Mr. Brett Stephen Butcher as an Executive Director, and Professor Lin Syaru, Shirley as an Independent Non-executive Director.
- Authorised the Directors of the Company to fix their remuneration.
- Re-appointed Messrs. Deloitte Touche Tohmatsu as Auditor of the Trust, the Trustee-Manager and the Company, and authorised the Directors of the Trustee-Manager and the Company to fix their remuneration.
- Approved the grant of a general mandate to the Directors of the Trustee-Manager and the Company to allot, issue and deal with additional Share Stapled Units not exceeding 20% of the issued number of Share Stapled Units (the "General Mandate").

The General Mandate will remain in effect until the conclusion of the next AGM of the Holders of Share Stapled Units, or the expiration of the period within which such AGM is required to be held, or until revoked, renewed or varied by an ordinary resolution of Holders of Share Stapled Units, whichever occurs first. Although the General Mandate granted may not be utilised during the valid period as mentioned above, this gives the Company the flexibility when needed without proposing second and subsequent refreshments of a general mandate in any one year. The Company will use the mandate sparingly and in the interest of the Holders of Share Stapled Units. Set out below is the utilisation rate of the General Mandate granted by the Holders of Share Stapled Units for the last five validity periods:

Year of AGM	Mandate Validity Period	Number of Issued Share Stapled Units under Granted Mandate	% of Utilised Mandate <sup>(Note)</sup>
2020	12/5/2020 to 12/5/2021	14,258,483	0.665
2021	12/5/2021 to 12/5/2022	23,330,053	0.722
2022	12/5/2022 to 11/5/2023	33,509,726	1.029
2023	11/5/2023 to 8/5/2024	29,538,995	0.898
2024	8/5/2024 to 9/5/2025	125,272,126	3.775

Note: This percentage is based on the number of issued Share Stapled Units as at the dates of the relevant AGMs.

# CORPORATE GOVERNANCE REPORT

## Rights of Holders of Share Stapled Units

### *Right to Convene/Call a General Meeting*

Pursuant to Article 12.3 of the Company's Articles, general meetings shall be convened on the written requisition of any one or more member(s) of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and resolutions shall be added to a meeting agenda and signed by the requisitionists, provided that such requisitionists hold as at the date of deposit of the requisition not less than, for as long as the Trust Deed remains in force, 10% of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Within 21 days from the date of deposit of the requisition, the Company Board shall proceed to convene the meeting to be held with such notice in accordance with Article 12.4.

### *Right to Appoint/Remove Trustee-Manager*

Pursuant to Clause 23.1 of the Trust Deed, holders of Units of the Trust may (i) by requisition convene a meeting to vote on a resolution to remove the trustee-manager and (ii) nominate a company which has consented in writing to serve as the replacement trustee-manager for appointment at general meeting by serving the requisition/nomination on the incumbent trustee-manager, provided that the holders of Units making such requisition and/or nomination hold not less than 5% of the total voting rights of all holders of Units at the date of the requisition/nomination.

### *Proposing a Person for Election as a Director*

Pursuant to Article 16.5 of the Company's Articles, two members of the Company (not including the person to be proposed) together representing not less than 10% of the total voting rights of all the members are entitled to propose a person for election as a Director of the Company at the general meeting by lodging a written notice with the principal office of the Company in Hong Kong of their such intention together with the consent of the nominated person at least seven days before the date of the general meeting.

## Distribution Policy

In accordance with the provisions of the Trust Deed, the following Distribution Policy has been put in place:

- (a) Any declaration and payment of distributions shall be determined at the sole discretion of the Boards with the long-term objective of maximising Unitholder value of the Trust Group.
- (b) The Trust Group aims to provide its Unitholders with a target annual distribution payout of not less than 90% of the distributable income of the Group in any financial year subject to the following factors:
  - 1. the Trust Group's actual and expected cash flow positions and financial performance;
  - 2. projected capital expenditure, future expansion plans and growth opportunities;
  - 3. the Trust Group's debts to equity ratio, return on equity and the relevant financial covenants;
  - 4. general economic conditions, business cycle of the Trust Group's core business;
  - 5. general expectation of Unitholders and investors of the Trust Group; and
  - 6. any other factors that the Boards deem appropriate.

The Boards may declare and make distributions on a semi-annual basis at its discretion. The payment of final distribution is subject to the approval of Unitholders. The Boards may at their sole discretion declare the payment of distributions to Unitholders as they deem appropriate.

The Distribution Policy and the declaration and/or payment of distributions under this policy are subject to the Boards' continuing determination that this Distribution Policy and the declaration and/or payment of distribution would be in the best interests of the Trust Group and the Unitholders, and are in compliance with all applicable laws and regulations.

# CORPORATE GOVERNANCE REPORT

Having considered the aforesaid factors set out in the Distribution Policy, the Trustee-Manager Board has recommended the payment of a final distribution of HK3.2 cents per Share Stapled Unit (2024: HK1.6 cents) for the year ended 31 December 2025, representing 80% (2024: 48%) of the distributable income. The Boards consider an 80% distribution payout to be a balanced approach between providing investor returns and maintaining prudent cash reserves for operational needs, capital commitments, and market uncertainties. This approach supports sustainable and stable distributions over time while safeguarding long-term Unitholder value.

The Boards will continually review the Distribution Policy and reserve the right in their sole and absolute discretion to update, amend, modify and/or cancel the Distribution Policy at any time, and the Distribution Policy shall in no way constitute a legally binding commitment by the Trust Group in respect of its future distribution and/or the obligation of the Trust Group to declare a distribution at any time or from time to time.

## DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Trustee-Manager Board and the Company Board, supported by the Accounts and Finance Department, are responsible for the preparation of the financial statements of the Trust Group and the Trustee-Manager for the year ended 31 December 2025.

## HOTEL MANAGER AND EMPLOYEES

The Trust Group does not manage the daily operations of the Hotels. The Hotel Manager is responsible for the management of and all sales, marketing and advertising activities in relation to the Hotels pursuant to the Hotel Management Agreements. The Hotel Manager has a team of well-experienced operational staff exclusively dedicated in providing services to the Hotels. The Hotels control the payroll and related expense in accordance with the business level and also continuously review the process for higher efficiency. Comparing to 31 December 2024, there is a slight decrease of 9 headcounts as at 31 December 2025.

A detailed gender composition of the employees of the Hotel Manager and its subsidiaries who were engaged in the operation and management of the Hotels are set out in the "Environmental, Social and Governance Report" on page 46 of this Annual Report.

Salary levels of the Hotel Manager's employees are competitive, and discretionary bonuses are granted based on performance of the Hotels as well as achievement of departmental key performance indicators. Other employee benefits include educational allowance, insurance, medical scheme and provident fund schemes. The Hotel Manager and its subsidiaries are required to contribute an amount equivalent to 5% of the employees' basic salary (subject to the cap as stipulated under the applicable laws) to the Mandatory Provident Fund Scheme as mandatory contribution.

The Company employs a team of four professional staff members to support the effective operation of the Trust Group. The Great Eagle Group provides certain administrative and non-management services to the Trust Group on a cost-sharing basis under the Administrative Support Services Agreement. These services include, but not limited to, legal and corporate secretarial support, finance, accounting and taxation support, human resources support, information technology support, internal audit support and general office administrative support. The remuneration package for employees comprises salary, bonuses, allowances and various retirement benefit schemes, including the Mandatory Provident Fund Scheme, for the benefit of the staff.

# CORPORATE GOVERNANCE REPORT

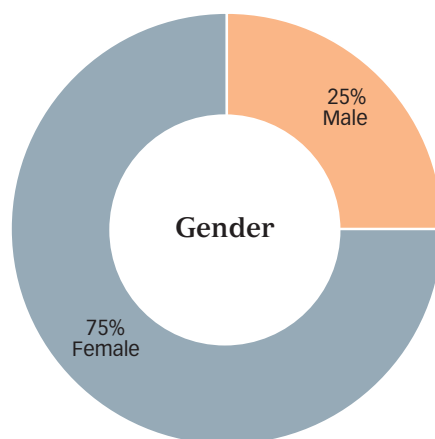
## Workforce Diversity

The Trust Group is committed to fostering a diverse, equitable, and inclusive workplace for employees at all levels. A Workforce Diversity Policy has been adopted which sets out the Trust Group's approach and objectives for achieving diversity in the workplace. A summary of the Workforce Diversity Policy is set out below:

Areas	Initiatives
<b>Recruitment and Selection</b>	<ul style="list-style-type: none"><li>• Adopt a merit-based recruitment process, ensuring all candidates are evaluated fairly based on qualifications, experience, potential, and performance, irrespective of their background.</li><li>• Promote gender diversity and representation from underrepresented groups during recruitment.</li><li>• Comply with applicable laws and regulations and align with local or regional market practices in the recruitment process.</li></ul>
<b>Development and Advancement</b>	<ul style="list-style-type: none"><li>• Provide equal access to training, career advancement, and leadership opportunities for all employees.</li><li>• Ensure performance evaluations and promotion processes are conducted fairly, transparently, and without bias.</li></ul>
<b>Workplace Inclusion</b>	<ul style="list-style-type: none"><li>• Foster a culture of respect, collaboration, and inclusion by promoting open communication and mutual understanding among employees.</li><li>• Prohibit any forms of harassment, bullying, bias, or violence in any work-related context.</li><li>• Promote diversity and inclusion practices to raise awareness and eliminate unconscious bias in the workplace.</li><li>• Maintain employee feedback channels and grievance procedures to allow employees to voice concerns and share suggestions related to diversity in the workplace.</li></ul>

# CORPORATE GOVERNANCE REPORT

The gender ratio of the workforce of the Company (excluding the Senior Management) is illustrated in the chart below:



## CORPORATE GOVERNANCE ENHANCEMENT

Good corporate governance practice is key to the long-term success of the Trust and the Company in an ever-evolving business landscape. The current corporate governance framework adopted by the Trust and the Company emphasises accountability to all Holders of Share Stapled Units, resolution of conflict of interest issues, transparency in reporting, compliance with relevant regulations and sound operating and investing procedures. The Boards regularly evaluate and look for improvements in the governance approach to respond to changes, and to ensure that it is relevant and aligned with best practices. The Boards believe the effective integration of corporate governance, environmental and social responsibilities could potentially release even greater value. For details of the environmental and social performance, please refer to the "Environmental, Social and Governance Report" in this Annual Report.