

CONSTANCE HOTELS SERVICES LIMITED

Conflict of Interest and Related-Party Transactions Policy (Summary)

a. Purpose

The purpose of the CHSL Conflict of Interest and Related-Party Transactions (Col/RPT) Policy is to:

- Ensure that deliberations and decisions are made in the best interests of the Company;
- Protect the interests of the Company when it is entering into a transaction, contract or arrangement that might benefit the private interest of a related interested Director, Designated Employee or their Associates.

b. Structure and Content

Section	Description
Principle	<ul style="list-style-type: none"> ▪ An interested Director, Designated Employee or Associate must not use his/her position with respect to the concerned Company, or confidential Corporate information obtained in regard to that Company, which is not available to the market, in order to achieve a financial benefit for his/her associates or a third person, including any related organisation. ▪ Related-party transactions to be conducted on arm's length terms and adequately addressed through proper monitoring, approval and disclosure.
Disclosure of actual or potential Conflict of interest / related party transaction	<p>Disclosures of any conflict of interest, related party transaction or share dealing are to be made in writing, to the Board, via the Company Secretary:</p> <ul style="list-style-type: none"> ➢ Upon appointment of the Director or Key Senior Executive ➢ As soon as a new Col/RPT arises or they become aware of any conflicts by themselves or their associates ➢ At each Board Meeting, being the first item on the Agenda ➢ Annually, by means of a "Return" that is submitted with the Notice and Agenda of the Board Meeting of November.
Administration and Monitoring	<p>The Board has delegated this responsibility to:</p> <ul style="list-style-type: none"> ➢ The Company Secretary, who receives all disclosures and maintains a register of Interests/Insiders ➢ The Audit and Risk Management Committee, in conjunction with the Auditors and the Corporate Governance Committee. <p>Each Director and Designated Employee shall sign a statement, which affirms that he/she:</p> <ul style="list-style-type: none"> ➢ has received a copy of the Conflict of Interest and Related Party Transactions Policy ➢ has read, understood and complied with the Policy ➢ agrees to comply with the Policy during his/her term of appointment.
Corrective action	<ul style="list-style-type: none"> ▪ The Board can request a Director to take reasonable steps to remove a conflict of interest. ▪ The interested Director should absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates, unless the conflict of interest relates to an interest common to the majority of that Company's Directors/shareholders.