

# Finance & Investment Committee Report

The Finance & Investment Committee (referred to as the “Committee” in this report) was established on 1 February 2022. As at the date of this Report, the Committee consists of five Non-executive Directors, of which four are Independent Non-executive Directors (INEDs). The Chairman of the Committee is an INED. Details of the Committee’s members and their attendance records during 2025 are set out on pages 87 to 88 of this Annual Report.

The Chief Executive Officer, the Finance Director, and the General Manager – Corporate Finance are required to attend all meetings of the Committee. Other executives and senior managers were also invited to attend Committee meetings when required.

## DUTIES OF THE COMMITTEE

The Committee’s Terms of Reference (“TOR”) are available on the respective websites of the Company ([www.mtr.com.hk](http://www.mtr.com.hk)) and the Stock Exchange.

Under the TOR, the Committee is primarily responsible for reviewing proposals from the Company’s Executive Directorate on the following matters and providing an assessment of such proposals to the Board for its consideration:

- the annual budget and financing plan of the Company;
- the Company’s preferred financing model;
- the Company’s dividend policy;
- if in excess of the financial or other thresholds set by the Board, bank borrowings or other financing agreements, investments and disposals, parent company guarantees, expenditure and revenue contract awards;
- the strategy for (if in excess of the investment threshold set by the Board) and the award of tenders for the Company’s property development projects in Hong Kong;
- the average and floor selling prices for units within the Company’s property development projects;
- project proposals for new capital works projects in Hong Kong; and
- the investment caps for the Company’s Chinese Mainland and International Businesses and for any other part(s) of the Company’s business.

## WORK PERFORMED BY THE COMMITTEE IN 2025

During 2025, the Committee held seven meetings at which the following key proposals were reviewed and considered, and the Committee made corresponding recommendations to the Board for its consideration:

- the Company’s 2025 Latest Estimate, 2026 Budget and Longer-Term Forecast;
- the Company’s key financial strategies, including expansion of debt offering markets, revised derivative exposure limits, and cash and liquidity management;
- the Company’s potential financing options and mechanisms to address the funding challenges associated with both currently committed projects and those under negotiation over the next decade;
- debt issuance programme for 2025;
- the Company’s 2024 Final Dividend and 2025 Interim Dividend;
- renewal of a franchise agreement for the Company’s Station Commercial Businesses;
- the tender arrangement and sales price proposals of various property development projects;
- the Company’s weighted average cost of capital and required rates of return for project evaluation;
- the project agreement required for undertaking Part 1 of the Northern Link Project;
- tender submission for a Chinese Mainland railway franchise contract;
- tender submission for an overseas integrated station development project; and
- New Growth Engine investment update.

Mr Andrew Brandler  
*Finance & Investment Committee Chairman*  
Hong Kong, 12 March 2026

*The Finance & Investment Committee Report has been reviewed and endorsed by the Committee.*