

FINANCE AND INVESTMENT COMMITTEE ("FIC")

TERMS OF REFERENCE

1. Composition

- 1.1 The FIC should comprise at least three (3) directors of the Company. Composition of members of the Audit Committee and the FIC shall be mutually exclusive.

2. Roles and Responsibilities

The FIC was formed by the Board to carry out the following duties:-

Strategy

- 2.1 To provide the Board with advisory support on the development of SingPost's overall strategy.
- 2.2 To provide the Board with advisory support on strategic issues for the Singapore and international businesses.
- 2.3 To consider and provide the Board with advisory support on strategic, trade and portfolio investments, divestments, write-offs and write-downs in accordance with the policies, guidelines and approval limits as may from time to time be prescribed.

Financial

- 2.4 To recommend to the Board enhancements to SingPost's investment and treasury policies and guidelines, including, but not limited to, SingPost's M&A Policy, and to review at least annually these policies and guidelines, having regard to relevant local and international developments (including changes in applicable law, regulations or listing rules) and best in class practices.
- 2.5 To review and provide the Board with advisory support on proposed mergers and acquisition transactions.
- 2.6 To evaluate and provide the Board with advisory support on financial offers and banking facilities, and manage SingPost's liabilities, in accordance with any policies and directives as may from time to time be prescribed.
- 2.7 To review and provide the Board with advisory support on letters of guarantee, letters of comfort and letters of awareness in accordance with any policies and directives as may from time to time be prescribed.
- 2.8 To review and provide the Board with advisory support on consultancy fees, capital expenditure and write-off of irrecoverable debts in accordance with any policies and directives as may from time to time be prescribed.
- 2.9 To consider and provide the Board with advisory support on any on-market share repurchase, including the price and amount of shares to be purchased, in accordance with any policies and directives as may from time to time be prescribed.

Others

- 2.10 To review and assess the adequacy of the FIC's Terms of Reference especially in light of any changes in law, regulations and listing rules or any change in the Company's structure, organisation and/or operations. The FIC shall submit any proposed amendment to the FIC's Terms of Reference to the Board for approval.
- 2.11 Any other responsibilities as determined by the Board.