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萬達酒店發展有限公司
WANDA HOTEL DEVELOPMENT COMPANY LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code : 169)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Wanda Hotel Development Company Limited (the “**Company**”) will be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 24 May 2023 at 10:00 a.m. (the “**AGM**”) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2022;
2. To re-elect Mr. Ning Qifeng as an executive director of the Company;
3. To re-elect Mr. Ding Benxi as a non-executive director of the Company;
4. To re-elect Mr. Zhang Lin as a non-executive director of the Company;
5. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;

6. To re-appoint Ernst & Young as independent auditors and to authorize the board of directors of the Company to fix their remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (aa) Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (cc) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to participants of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (dd) any scrip dividend or other similar scheme implemented in accordance with the Company’s articles of association, shall not exceed 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the total aggregate number of the shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution) and the said approval be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- i. the conclusion of the next annual general meeting of the Company; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s articles of association to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements the directors of the Company may deem necessary or expedient in relation to fractional entitlements of having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the rules governing the listing of securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the aggregate number of the ordinary shares of the Company or any other rights to subscribe shares in the capital of the Company in each case which the directors of the Company are authorised to repurchase pursuant to the approvals in subparagraphs (a) and (b) of this resolution shall not exceed 10% of the aggregate number of the ordinary shares of the Company in issue on the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s articles of association to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the ordinary resolutions numbered 7 and 8 as set out in the notice convening this meeting, the general mandate referred to in resolution numbered 7 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of a number representing the aggregate number of shares of the Company repurchased by the Company since the granting of the general mandate referred to in resolution numbered 8 above and pursuant to the exercise by the directors of the powers of the Company to purchase such shares provided that such extended number shall not exceed 10% of the aggregate number of the shares of the Company in issue on the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution).”

SPECIAL RESOLUTION

10. As special business, to consider and, if thought fit, pass with or without modification the following resolution as a special resolution of the Company:

“**THAT** the existing bye-laws (the “**Existing Bye-laws**”) be amended in the manner as set out in the circular of the Company dated 28 April 2023 (the “**Circular**”) and the amended and restated bye-laws, a copy of which has been produced to this meeting marked “A” and for identification purpose signed by the chairman of the meeting and which consolidates and incorporates all the previous amendments and the proposed amendments mentioned in the Circular (the “**New Bye-laws**”), be and are hereby approved and adopted as the New Bye-laws in substitution for and to the exclusion of the Existing Bye-laws with immediate effect after the close of this meeting and that any one director of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By order of the Board
Wanda Hotel Development Company Limited
Ning Qifeng
Chairman

Hong Kong, 28 April 2023

Notes:

- (i) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one proxy or more than one proxy (if he holds two or more shares) who must be an individual or individuals to attend and vote instead of him. A proxy does not need to be a shareholder of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting (i.e. Monday, 22 May 2023 at 10:00 a.m. Hong Kong time) and any adjourned meeting.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 18 May 2023.
- (iv) If typhoon signal no. 8 or above remains hoisted or "extreme conditions" caused by super typhoons is announced by the Hong Kong Government or a black rainstorm warning signal is in force at 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the Company's website at <http://www.wanda-hotel.com.hk> and the HKEXnews website at <http://www.hkexnews.hk> to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, Mr. Ning Qifeng (Chairman) is the executive Director; Mr. Ding Benxi, Mr. Zhang Lin and Mr. Han Xu are the non-executive Directors; and Dr. Chen Yan, Mr. He Zhiping and Dr. Teng Bing Sheng are the independent non-executive Directors.