

LANGHAM

HOSPITALITY INVESTMENTS

Langham Hospitality Investments

(As constituted pursuant to a deed of trust on 8 May 2013 under the laws of Hong Kong,
the trustee of which is LHIL Manager Limited)

and

Langham Hospitality Investments Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1270)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____ (Name)
of _____ (Address)
being the Registered Holder(s) of ^(Note 2) _____ Share Stapled Units (“Unitholder(s)”) of Langham Hospitality Investments
(the “Trust”) and Langham Hospitality Investments Limited (the “Company”), hereby appoint ^(Note 3) _____ (Name)
of _____ (Address)

or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 3), as my/our proxy to attend and vote for me/us and on my/our behalf at the combined Extraordinary General Meeting of the Trust and the Company (“EGM”) to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 21 July 2023 at 3:00 p.m. and at any adjournment thereof, and specifically direct my/our proxy to vote in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Terms defined in the circular of the Trust and the Company dated 4 July 2023 shall have the same meanings when used in this proxy form, unless the context otherwise requires.

	ORDINARY RESOLUTION ^(Note 5)	FOR ^(Note 4)	AGAINST ^(Note 4)
(a)	(i) The remaining transactions under the Master Lease Agreements for the period from 1 January 2024 to the expiry date of the Master Lease Agreements (i.e. 29 May 2027) (the “Third Period”) be and are hereby approved, confirmed and ratified; and (ii) The Base Rent and the Variable Rent for the three financial years ending on 31 December 2024, 31 December 2025 and 31 December 2026 and for the period from 1 January 2027 to 29 May 2027 be and are hereby approved; and		
(b)	The directors of the Trustee-Manager and the Company be and are hereby authorised for and on behalf of the Trust and the Company to execute any such documents, instruments and agreements and to do any such acts or things as may be deemed by them in their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the remaining transactions contemplated under the Master Lease Agreement for the Third Period.		

Date ^(Note 6) _____

Signature ^(Note 6) _____

Notes:

- Please complete the name and address in ENGLISH BLOCK CAPITALS. The names of all joint Unitholders should be stated.
- Please insert the number of Share Stapled Units registered in the name of the Holder(s). If no number is inserted, this proxy form will be deemed to relate to all the Share Stapled Units registered in the name of the Holder(s).
- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A Holder entitled to attend and vote at the meeting of the Trust and the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Trust and the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- Please refer to the circular of the Trust and the Company dated 4 July 2023 for details and information of the Resolution.
- This proxy form must be signed and dated by the Holder of Share Stapled Units or his/her attorney duly authorised in writing. If the Holder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint Holders of Share Stapled Units, any one of them may sign this proxy form. The vote of the senior joint Holder of Share Stapled Units who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Share Stapled Units Register in respect of the joint shareholding.
- In order to be valid, a proxy form 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, must be deposited at the Principal Place of Business in Hong Kong of the Company at Suite 2702, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- The EGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the Holders of Share Stapled Units at the EGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.
- The form of proxy and the form of voting paper to be used at the EGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of Holders of Share Stapled Units to be proposed at the EGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
 - a vote of the units of the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
 - a vote of the preference shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company’s amended and restated articles of association; and
 - an instruction to the Trustee-Manager to vote the number of ordinary shares held by the Trustee-Manager (as component of the relevant Share Stapled Units) in the same way of the resolution of shareholders of the Company under the Company’s amended and restated articles of association.
- In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, and the preference share and the interest in the ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of Holders of Share Stapled Units to be proposed at the EGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 10 above.
- If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 1:00 p.m. on Friday, 21 July 2023, the EGM will be rescheduled. The Trust and the Company will publish an announcement on the HKEXnews website at www.hkexnews.hk and Langham’s website at www.langhamhospitality.com to notify the Holders of Share Stapled Units of the date, time and venue of the rescheduled meeting.
- The EGM venue has wheelchair access. Anyone accompanying a Holder of Share Stapled Units in need of assistance will be admitted to the EGM. If any Holder of Share Stapled Units with a disability has a question regarding attendance, please contact the Company Secretarial Division of the Company by email at Langham.ecom@langhamhospitality.com.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.**

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which may include but not limited to your name, address and/or telephone number. Your Personal Data provided in this proxy form is on a voluntary basis, and the same is collected and will be disclosed or transferred to Computershare Hong Kong Investor Services Limited (“Share Stapled Units Registrar”) and/or other companies or bodies solely for any of the purposes as stated above in this proxy form. Failure to provide sufficient information may render the Trust and the Company not able to process your instructions and/or requests as stated in this proxy form. Your Personal Data will be retained for such period as may be necessary for verification and record purposes. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of the Share Stapled Units Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

