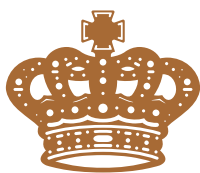


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**英皇國際集團有限公司**  
**Emperor International Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 163)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Emperor International Holdings Limited (the “Company”) will be held at 22nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 19 September 2023 at 11:15 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements for the year ended 31 March 2023 together with the reports of the directors and independent auditor thereon.
2. To declare a final dividend for the year ended 31 March 2023.
3. (A) To re-elect Ms. Luk Siu Man, Semon as Director.  
(B) To re-elect Ms. Fan Man Seung, Vanessa as Director.  
(C) To re-elect Mr. Chu Kar Wing as Director.
4. To authorise the Directors to fix the Directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as independent auditor and to authorise the Directors to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. (A) **“THAT**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot and issue additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (iii) of this resolution) or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (“Bye-laws”) or any applicable laws to be held; and
- (c) the date of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or 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).”

6. (B) **“THAT**

(i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission 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 of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

6. (C) **“THAT** conditional upon resolution nos. 6(A) and 6(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 6(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 6(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 6(B).”

7. “**THAT** (i) conditional upon the Listing Committee of the Stock Exchange granting the approval for listing of, and permission to deal in, shares of the Company which fall to be issued pursuant to the exercise of share options granted under the New Share Option Scheme (as defined in the circular of the Company dated 23 August 2023 in relation to, inter alia, the adoption of New Share Option Scheme (“Mandate Circular”) and a copy of which is tabled before the meeting marked “A” and initialed by the Chairperson of the meeting for identification purpose), the New Share Option Scheme, with the Scheme Limit (as defined in Mandate Circular and being 10% of shares in issue as at the date of passing of this resolution (share options previously granted including those outstanding, cancelled, lapsed or exercised shall not be counted in this 10% limit)) be approved and adopted to be the share option scheme of the Company; and (ii) the Board be authorised to grant share options thereunder and to allot and issue shares of the Company pursuant to the exercise of share options granted under the New Share Option Scheme and to do all such acts, to enter into all such transactions, arrangements and agreements as may be necessary or desirable to give full effect to the New Share Option Scheme and the Scheme Limit.”
8. “**THAT** conditional upon the passing of the resolution no. 7 above, the Service Provider Sublimit (as defined in Mandate Circular and being 5% in aggregate of the total number of issued shares as at the date of the passing of this resolution) be approved and the Board be authorised to do all such acts, to enter into all such transactions, arrangements and agreements as may be necessary or desirable to give full effect to the Service Provider Sublimit.”
9. “**THAT** (i) the Aggregate Tenancy Annual Cap (as defined in the circular of the Company dated 23 August 2023 in relation to renewal of continuing connected transactions – 2024 master leasing agreements (“MLA Circular”)) for the master leasing agreement dated 23 March 2023 entered into between the Company and Emperor Watch & Jewellery Limited (“2024 EWJ MLA”) and the master leasing agreement dated 23 March 2023 entered into between Emperor Entertainment Hotel Limited and Emperor Watch & Jewellery Limited (“2024 EWJ (Hotel) MLA”) be and are hereby approved and (ii) any Director be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 EWJ MLA and 2024 EWJ (Hotel) MLA (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the Directors).”

*Remark for Resolution No. 9:*

*The Aggregate Tenancy Annual Cap for 2024 EWJ MLA and 2024 EWJ (Hotel) MLA are bundled into one resolution because Emperor Entertainment Hotel Limited is a subsidiary of the Company, thus the tenancy transactions conducted under such agreements are regarded as between the Group (including Emperor E Hotel Group) and Emperor W&J Group as defined in MLA Circular.*

10. “**THAT** (i) the Aggregate Tenancy Annual Cap for the master leasing agreement dated 23 March 2023 entered into between the Company and Emperor Capital Group Limited (“2024 ECG MLA”) be and is hereby approved and (ii) any Director be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 ECG MLA (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors).”
11. “**THAT** (i) the Aggregate Tenancy Annual Cap for the master leasing agreement dated 23 March 2023 entered into between the Company and Emperor Culture Group Limited (“2024 ECUG MLA”) be and is hereby approved and (ii) any Director be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 ECUG MLA (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors).”
12. “**THAT** (i) the Aggregate Tenancy Annual Cap for the master leasing agreement dated 23 March 2023 entered into between the Company and Ulferts International Limited (“2024 Ulferts MLA”) be and is hereby approved and (ii) any Director be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 Ulferts MLA (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors).”
13. “**THAT** (i) the Aggregate Tenancy Annual Cap for the master leasing agreement dated 23 March 2023 entered into between the Company and Albert Yeung Holdings Limited (“2024 AY Holdings MLA”) be and is hereby approved and (ii) any Director be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 AY Holdings MLA (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors).”

14. “**THAT** (i) the Sale and Purchase Agreement (as defined in the circular of the Company dated 23 August 2023 in relation to very substantial disposal and connected transaction – disposal of entire equity interest in target company (“Disposal Circular”) and a copy of which is tabled before the meeting marked “B” and initialed by the Chairperson of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and (ii) any Director be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the Sale and Purchase Agreement (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors).”

By order of the Board  
**Emperor International Holdings Limited**  
**Fung Pui Ling**  
*Company Secretary*

Hong Kong, 23 August 2023

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
28th Floor  
Emperor Group Centre  
288 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

- (i) For details regarding resolution nos. 3, 6 to 8, please refer to the Mandate Circular. For details regarding resolution nos. 9 to 13, please refer to the MLA Circular. For details regarding resolution no. 14, please refer to the Disposal Circular. Unless indicated otherwise, capitalised terms used in the respective resolutions shall have the same meanings as those defined in the respective circulars.
- (ii) **No refreshments or drinks will be served and no corporate gifts will be distributed.**
- (iii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in this notice will be decided by poll at the annual general meeting (“AGM”). Where the Chairperson in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by show of hands.
- (iv) A shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a shareholder. The Company strongly encourages shareholders to appoint the Chairperson of the AGM as their proxies to exercise their rights to vote at the AGM. Physical attendance at the AGM by a shareholder is not necessary for the purpose of exercising voting rights.

- (v) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised on that behalf, and must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited ("Branch Share Registrar"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the AGM or adjourned meeting.
- (vi) Where there are joint holders of any share(s), any one of such joint holders may vote, either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share(s).
- (vii) Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or adjourned meeting thereof and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- (viii) In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar at the above address not later than 4:30 p.m. on Wednesday, 13 September 2023.
- (ix) The AGM will be held on Tuesday, 19 September 2023 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the HKSAR Government is in force at any time after 8:30 a.m. and before the above meeting time, the AGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.EmperorInt.com>) to notify shareholders of the date, time and place of the rescheduled meeting.
- (x) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises:

*Non-Executive Director:*

Ms. Luk Siu Man, Semon

*Executive Directors:*

Mr. Yeung Ching Loong, Alexander

Mr. Wong Chi Fai

Ms. Fan Man Seung, Vanessa

Mr. Cheung Ping Keung

*Independent Non-Executive Directors:*

Mr. Chan Hon Piu

Mr. Chu Kar Wing

Mr. Poon Yan Wai