
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in **Sino Hotels (Holdings) Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 1221)

(1) General Mandates to Buy Back Shares and to Issue Shares

(2) Proposed Re-election of Directors

(3) Notice of Annual General Meeting

The notice convening the annual general meeting (“Annual General Meeting”) of Sino Hotels (Holdings) Limited (“Company”) to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 25th October, 2023 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, is set out on pages 12 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof should you so wish.

29th September, 2023

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LETTER FROM THE CHAIRMAN



(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 1221)

Executive Directors:

Robert NG Chee Siong (*Chairman*)
Daryl NG Win Kong, SBS, JP (*Deputy Chairman*)
Thomas TANG Wing Yung

Non-Executive Directors:

Ronald Joseph ARCULLI, GBM, CVO, GBS, OBE, JP
Gilbert LUI Wing Kwong
Nikki NG Mien Hua

Independent Non-Executive Directors:

Steven ONG Kay Eng
WONG Cho Bau, JP
HUNG Wai Man, JP

Principal Office:

12th Floor
Tsim Sha Tsui Centre
Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

29th September, 2023

To the shareholders

Dear Sir or Madam,

(1) General Mandates to Buy Back Shares and to Issue Shares

(2) Proposed Re-election of Directors

(3) Notice of Annual General Meeting

1. Introduction

At the last annual general meeting of the Company held on 26th October, 2022, general mandates were given to the Directors to exercise the powers of the Company to buy back shares and to issue shares of the Company. Under the terms of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), these general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 25th October, 2023 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, unless renewed at that meeting.

The purpose of this circular is to provide you with information regarding the proposed general mandates to buy back shares and to issue shares and the re-election of Directors.

LETTER FROM THE CHAIRMAN

2. General Mandate to Buy Back Shares

An ordinary resolution will be proposed at the Annual General Meeting to approve a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution, shares of the Company (“Shares”) up to a maximum of 10% of the issued shares of the Company at the date of the resolution (“Share Buy-back Mandate”).

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix I hereto.

3. General Mandate to Issue Shares

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the issued shares of the Company at the date of the resolution until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution (“Share Issue Mandate”) and adding to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate.

4. Directors Proposed to be Re-elected

In accordance with Article 115 of the amended and restated articles of association of the Company (the “Articles of Association”) and pursuant to paragraph B.2.2 of Appendix 14 to the Listing Rules, Mr. Robert NG Chee Siong, Mr. Steven ONG Kay Eng and Mr. Thomas TANG Wing Yung will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. In accordance with Article 98 of the Articles of Association, Ms. Nikki NG Mien Hua, who was appointed as a Non-Executive Director on 10th August, 2023, will retire at the Annual General Meeting and, being eligible, offer herself for re-election.

The Nomination Committee has reviewed the structure, size and composition of the Board of Directors and recommended the re-appointment of Mr. Robert NG Chee Siong, Mr. Steven ONG Kay Eng, Mr. Thomas TANG Wing Yung, and the appointment of Ms. Nikki NG Mien Hua, who will retire and offer for re-election at the Annual General Meeting.

Mr. Steven ONG Kay Eng is an Independent Non-Executive Director who has served the Board for more than 9 years and a separate resolution will be proposed for his re-election at the Annual General Meeting. Mr. ONG has confirmed that he satisfies all the criteria for independence set out in Rule 3.13 of the Listing Rules. In the process of assessing the independence of Mr. ONG, the Nomination Committee has considered that (i) Mr. ONG has demonstrated his ability to provide independent views and input to the Company’s matters and has brought in fresh perspectives and independent judgement to the Board; (ii) Mr. ONG meets the guidelines for assessing independence as set out in Rule 3.13 of the Listing Rules; and (iii) Mr. ONG neither has any management role in the Group and nor any relationship with any director, senior management, substantial or controlling shareholder of the Company. The Board concurred with the view of its Nomination Committee that Mr. ONG is able to continue to independently fulfill his role as independent non-executive director notwithstanding that he has served the Board for more than 9 years. The Board believes Mr. ONG will continue to provide independent, balanced and objective view to the affairs of the Company and bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

LETTER FROM THE CHAIRMAN

There is no director's service contract between the Company and each of the Executive Directors, Mr. Robert NG Chee Siong and Mr. Thomas TANG Wing Yung, and there is no fixed term of office for each of them as Executive Directors but they are subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

There is no director's service contract between the Company and Non-Executive Director, Ms. Nikki NG Mien Hua and the Independent Non-Executive Director, Mr. Steven ONG Kay Eng. However, there is a letter of appointment for each of Ms. NG and Mr. ONG pursuant to which each of their terms of office is for a period of 3 years, subject to re-appointment, and retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

The emoluments of the Directors are determined with reference to their duties, responsibilities and performance and the results of the Group and are endorsed by the Remuneration Committee. The directors' fees are fixed by the Board of Directors pursuant to the authority granted by the shareholders at annual general meetings. The amount of emoluments paid or payable for the year ended 30th June, 2023 to each of the Directors who stands for re-election at the Annual General Meeting are set out in Note 11 to the Consolidated Financial Statements on pages 113 and 114 in the Company's 2023 Annual Report.

Other biographical details of the Directors who stand for re-election at the Annual General Meeting, as required by Rule 13.51(2) of the Listing Rules as at 20th September, 2023 (the latest practicable date prior to the printing of this circular) ("Latest Practicable Date"), are set out below to enable the shareholders to make informed decision on their re-election.

Mr. Robert NG Chee Siong, aged 71, Chairman of the Group since 1994, was called to the Bar in 1975. Mr. NG is also a director of a number of subsidiaries and associated companies of the Company, and is the Chairman of Tsim Sha Tsui Properties Limited and Sino Land Company Limited. In addition, he is the Executive Vice President and Vice Chairman of The Real Estate Developers Association of Hong Kong, a member of the 11th, 12th, 13th and 14th National Committee of the Chinese People's Political Consultative Conference ("CPPCC") and Deputy Director of the Committee for Economic Affairs of the 13th and 14th National Committee of the CPPCC. Mr. NG is the father of Mr. Daryl NG Win Kong, the Deputy Chairman of the Company and Ms. Nikki NG Mien Hua, Non-Executive Director of the Company. He is a son of the late substantial shareholder of the Company Mr. NG Teng Fong and the brother of Mr. Philip NG Chee Tat, the co-executor of the estate of the late Mr. NG Teng Fong.

Save as disclosed herein, Mr. NG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. NG has a personal interest in 322,464 shares, spouse interest in 956,899 shares and trustee interest in 548,861,174 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. NG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE CHAIRMAN

Ms. Nikki NG Mien Hua, aged 43, has been a Non-Executive Director since August 2023. She is also a Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. Ms. NG is a member of the Environmental, Social and Governance Steering Committee of the Company. She holds a Bachelor of Arts degree from Yale University and a Master of Arts degree from the School of Oriental and African Studies, the University College of London. She is a member of the 12th, 13th and 14th Shanghai Committee of the Chinese People's Political Consultative Conference. She is a member of the General Committee and the Chairman of the Retail & Tourism Committee of the Hong Kong General Chamber of Commerce. She is a non-official member of The Commission on Poverty and a member of its Community Care Fund Task Force and Social Innovation and Entrepreneurship Development Fund Task Force. She is also a member of The Hospital Governing Committee, the Finance Sub-Committee and the Hospital Governing Committee Task Group on Enhancing Patient-Centric Services of Queen Elizabeth Hospital. She also serves as a trustee member of Ocean Park Conservation Foundation, Hong Kong and The Society for Panda Conservation. Ms. NG is a daughter of the Chairman of the Group Mr. Robert NG Chee Siong and a sister of the Deputy Chairman of the Group Mr. Daryl NG Win Kong, and a granddaughter of the late substantial shareholder of the Company Mr. NG Teng Fong.

Save as disclosed herein, Ms. NG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Ms. NG does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Ms. NG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Steven ONG Kay Eng, aged 77, has been an Independent Non-Executive Director since July 2005. He is also an Independent Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. Mr. ONG serves as a Non-Executive Independent Director of EnGro Corporation Limited, and, an Independent & Non-executive Director and the Lead Independent Director of Yeo Hiap Seng Limited, both of which are listed on the Mainboard of the Singapore Stock Exchange. Mr. ONG has been a veteran banker with extensive experience in banking and finance over 43 years. He was the General Manager and Country Head for American Express Bank in Singapore for nearly 10 years and also the Chief Representative and Country Manager in China for Banca Monte dei Paschi di Siena S.p.A. for 16 years. Mr. ONG remained as the bank's advisor and consultant for 2 years after he left China in 2006 having resided in the country for over 16 years. He was the Chairman of Foreign Bankers' Association in Beijing, PRC from 1999 to 2000.

Save as disclosed herein, Mr. ONG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. ONG does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. ONG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE CHAIRMAN

Mr. Thomas TANG Wing Yung, aged 68, has been an Executive Director and Group Chief Financial Officer of the Company with effect from 15th January, 2020. He holds directorship in an associated company of the Company, and has also been appointed as an Executive Director and Group Chief Financial Officer of Sino Land Company Limited on 15th January, 2020. Mr. TANG obtained his Bachelor of Science Degree in Modern Mathematics from Surrey University, United Kingdom. He has been an Associate Member of The Institute of Chartered Accountants in England and Wales since 1981. He is also a Fellow Member of The Hong Kong Institute of Certified Public Accountants and has over 42 years of experience in accounting and finance.

Mr. TANG started his career as an accountant with Peat Marwick (KPMG) in London and Hong Kong. He was managing director of an investment and financial advisory services firm that is a member of an international group, overseeing operations in the Asia-Pacific region. Prior to joining the Company, Mr. TANG was an Executive Director and Group Chief Financial Officer of Esprit Holdings Limited and he is currently an Independent Non-Executive Director of Playmates Holdings Limited, both of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. TANG was an Executive Director and the Chief Financial Officer of the Company for the period from 30th August, 2004 to 26th March, 2012.

Save as disclosed herein, Mr. TANG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. TANG does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Mr. TANG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise that will continue to bring contribution to the Board.

5. Annual General Meeting

The notice convening the Annual General Meeting is set out on pages 12 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder. Detailed procedures for conducting a poll are set out in Appendix II of this circular.

The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sino.com of the results of the voting by poll at the Annual General Meeting on the same day after the Annual General Meeting.

LETTER FROM THE CHAIRMAN

6. Recommendation

The Directors consider that the Share Buy-back Mandate, the Share Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and its shareholders and recommend the shareholders to vote in favour of the respective resolutions.

Yours faithfully,
Robert NG Chee Siong
Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate.

1. Listing Rules

The Listing Rules permit companies whose primary listing are on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) to buy back their securities on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to certain restrictions, the most important of which are summarised below:

(a) *Shareholders’ Approval*

The Listing Rules provide that all on-market buy-backs of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

(b) *Source of Funds*

Buy-backs must be made out of funds which are legally available for the purpose and in accordance with the company’s constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

2. Issued Shares

As at the Latest Practicable Date, the issued shares of the Company comprised 1,142,661,798 Shares. On the basis of such figure and assuming that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 114,266,179 Shares, representing 10% of the issued shares of the Company.

3. Reasons for Buy-backs

The Directors believe that the flexibility afforded by the Share Buy-back Mandate would be beneficial to the Company and its shareholders. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and its shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share. It will then be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company.

4. Funding of Buy-backs

Any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with the Company's the Articles of Association and the applicable laws in the Cayman Islands, which include distributable profits of the Company or the proceeds of a fresh issue of Shares made for such purpose.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 30th June, 2023 in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors shall from time to time be appropriate for the Company.

5. Disclosure of Interest

Neither the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Share Buy-back Mandate if such is approved by the shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the shareholders.

6. Undertaking of Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules and all the applicable laws both of Hong Kong and the Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

7. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2022		
September	2.05	1.90
October	2.05	1.70
November	1.77	1.60
December	1.88	1.60
2023		
January	2.28	1.85
February	2.19	2.10
March	2.25	2.00
April	2.15	2.03
May	2.00	1.90
June	1.91	1.74
July	1.98	1.75
August	1.94	1.58
1st September – 20th September	1.72	1.67

8. Effect of the Takeovers Code

If on the exercise of the power to buy back shares pursuant to the Share Buy-back Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs ("Takeovers Code"). As a result, a shareholder or a group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

As at the Latest Practicable Date, approximately 48.43% of the issued shares of the Company was held by controlling shareholders and, assuming full exercise of the Share Buy-back Mandate given to the Directors, approximately 53.81% will be held by such shareholders. According to the Takeovers Code, if the Directors exercise the power to buy back the Shares under the Share Buy-back Mandate to the extent that the percentage change of the controlling shareholders' voting rights in the Company will be more than 2% from the lowest percentage holding in the 12-month period, there will be an obligation under Rules 26 and 32 of the Takeovers Code to make a mandatory offer. The Directors have no present intention to exercise the buy-back of Shares to an extent that will result in any takeovers obligations. Save as aforesaid, the Directors are not aware of any consequences which will arise under Rules 26 and 32 of the Takeovers Code or such that the public float of the Company's shares will be reduced to less than 25% as a result of any purchases made under the Share Buy-back Mandate.

9. Share Buy-backs made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The Chairman of the Meeting will put all resolutions set out in the notice of the Annual General Meeting to be voted by way of a poll pursuant to Article 79 of the Articles of Association.

On a poll, pursuant to Article 84 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting from time to time attaching to any class or classes of Shares, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she is the holder.

A shareholder present in person or by proxy or by authorised representative who is entitled to more than one vote does not have to use all his/her votes (i.e. he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution). It is believed that in most situations, shareholders (other than nominee companies) usually cast all their votes either in favour of a resolution or against a resolution.

The poll voting slip will be distributed to shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether they support that resolution. For shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed their entitled votes, or otherwise, the voting slip will be spoiled and the shareholders’ vote will not be counted.

After closing the poll, the Company’s Principal Registrar, Tricor Friendly Limited, will scrutinise the votes counting and the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company’s website at www.sino.com on the same day after the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

SINO HOTELS (HOLDINGS) LIMITED

(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 1221)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of the shareholders of **Sino Hotels (Holdings) Limited** (“Company”) will be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, the 25th day of October, 2023 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, for the following purposes:

1. To receive, consider and adopt the audited Financial Statements and the Directors’ and Independent Auditor’s Reports for the year ended 30th June, 2023.
2. To re-elect retiring Directors and to authorise the Board to fix the Directors’ remuneration for the financial year ending 30th June, 2024.
3. To re-appoint KPMG as Auditor for the ensuing year and to authorise the Board to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

- (i) **“THAT:**
 - (a) subject to paragraph (i)(b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to buy back 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 Securities and Futures Commission 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 of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares to be bought back pursuant to the approval in paragraph (i)(a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

(ii) **“THAT:**

(a) a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company, to allot, issue or grant securities of the Company, including bonds, debentures and notes convertible into shares of the Company and to make or grant offers or agreements which would or might require the exercise of such powers either during or after the Relevant Period, provided that these powers of the Directors and this general mandate are in respect of and in addition to any shares which may be issued on the exercise of the subscription rights under the Company’s securities or pursuant to any scrip dividend scheme or pursuant to a rights issue or pursuant to any rights of conversion under any existing convertible bonds, debentures or notes of the Company, and provided further that these powers of the Directors and this general mandate shall be subject to the restrictions that the aggregate number of shares allotted or agreed to be allotted or issued pursuant thereto, whether by way of conversion or otherwise, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution; and

(b) for the purposes of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
- (iii) “**THAT** conditional upon the resolutions (i) and (ii) above being passed, the aggregate number of shares which are bought back by the Company under the authority granted pursuant to resolution (i) above (up to a maximum of 10% of the total number of shares of the Company in issue as at the date of this resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution (ii) above.”

By Order of the Board
Fanny Cheng Siu King
Company Secretary

Hong Kong, 29th September, 2023

Notes:

- (a) At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder.
- (b) Any shareholder entitled to attend and vote at the above meeting may appoint (i) if such shareholder is a person referred to in Article 95(b) of the amended and restated articles of association of the Company, any number of proxies; and (ii) for all other shareholders, up to two proxies to exercise all or any of his/her rights to attend and vote instead of him/her, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. A proxy need not be a shareholder of the Company.
- (c) In order to be valid, 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 that power or authority, must be lodged at the Company’s Principal Registrar, Tricor Friendly Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting.
- (d) For determining the entitlement to attend and vote at the Annual General Meeting to be held on Wednesday, 25th October, 2023, the register of members of the Company will be closed from Thursday, 19th October, 2023 to Wednesday, 25th October, 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company’s Principal Registrar, Tricor Friendly Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 18th October, 2023.

NOTICE OF ANNUAL GENERAL MEETING

- (e) Regarding the re-election of the Directors of the Company under item 2, separate ordinary resolutions will be considered and, if thought fit, passed at the Annual General Meeting to:
- (i) re-elect Mr. Robert Ng Chee Siong as Director of the Company.
 - (ii) re-elect Ms. Nikki Ng Mien Hua as Director of the Company.
 - (iii) re-elect Mr. Steven Ong Kay Eng as Director of the Company.
 - (iv) re-elect Mr. Thomas Tang Wing Yung as Director of the Company.
- (f) If a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by a super typhoon, or black rainstorm warning signal is in force in Hong Kong at 6:30 a.m. or any time after 6:30 a.m. on the day of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company’s website at www.sino.com to notify shareholders of the date, time and place of the postponed meeting.

The Annual General Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situations.

This circular (in both English and Chinese versions) (“Circular”) has been posted on the Company’s website at www.sino.com. Shareholders who have chosen to rely on copies of the Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) posted on the Company’s website in lieu of any or all the printed copies thereof may request the printed copy of the Circular.

Shareholders who have chosen or are deemed to have consented to receive the Corporate Communications using electronic means through the Company’s website and who have difficulty in receiving or gaining access to the Circular posted on the Company’s website will upon request be sent the Circular in printed form free of charge.

Shareholders may at any time choose to change their choice of language and means of receipt (i.e. in printed form or by electronic means through the Company’s website) of all future Corporate Communications from the Company by giving notice in writing by post to the Company’s Principal Registrar, Tricor Friendly Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by email at sinohotels1221-ecom@hk.tricorglobal.com.