
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 to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Share Stapled Units (as defined herein) in **Langham Hospitality Investments and Langham Hospitality Investments Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2024 ANNUAL GENERAL MEETING

A notice convening the 2024 AGM (as defined herein) of Langham Hospitality Investments and Langham Hospitality Investments Limited to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 May 2024 at 4:00 p.m. is set out on pages N1 to N6 of this circular.

Whether or not you are able to attend the 2024 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit it to 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, as soon as possible and in any event no later than 48 hours before the time appointed for holding the 2024 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof should you so wish.

20 March 2024



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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2024 AGM”	the annual general meeting of unitholders of the Trust and shareholders of the Company to be held on a combined basis as a single meeting characterised as an annual general meeting of Holders of Share Stapled Units, convened by the Trustee-Manager and the Company, will be held at 4:00 p.m. on Wednesday, 8 May 2024, the Notice of which is set out on pages N1 to N6 of this circular
“AGM”	the annual general meeting of the Trust and the Company to be held on a combined basis
“Board”	Company Board and Trustee-Manager Board
“Company”	Langham Hospitality Investments Limited (朗廷酒店投資有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 29 January 2013
“Company Board”	the board of directors of the Company
“Company’s Articles”	the amended and restated articles of association of the Company adopted on 22 April 2016 and 12 May 2022 as amended, supplemented, substituted or otherwise modified for the time being in force
“Convertible Instruments”	any options, warrants or similar rights for the subscription or issue of Share Stapled Units issued by the Trust and the Company and any securities issued by the Company or any of its subsidiaries which are convertible into or exchangeable for Share Stapled Units; any references to an issue of Share Stapled Units “pursuant to” any Convertible Instruments mean an issue of Share Stapled Units pursuant to exercise of any subscription (or similar), conversion or exchange rights under the terms and conditions of such Convertible Instruments
“Directors”	the directors of the Trustee-Manager and the Company

DEFINITIONS

“Great Eagle”	Great Eagle Holdings Limited (Stock Code: 41), the holding company of the Trust and the Company, which held approximately 71.90% of the interests of the Trust and the Company as at the Latest Practicable Date
“Holders of Share Stapled Units”	persons registered at the relevant time in the Share Stapled Units Register as holders of Share Stapled Units, including persons so registered as joint holders of Share Stapled Units
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Langham”	the Trust and the Company
“Latest Practicable Date”	13 March 2024, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice of the 2024 AGM as set out on pages N1 to N6 of this circular
“Ordinary Share(s)”	ordinary share(s) with a nominal value of HK\$0.0005 each in the share capital of the Company conferring the rights set out in the Company’s Articles
“Preference Share(s)”	preference share(s) with a nominal value of HK\$0.0005 each in the share capital of the Company conferring the rights set out in the Company’s Articles
“Registers”	The Share Stapled Units Register, the register of holders of units, the principal and Hong Kong branch registers of members, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong as amended, supplemented or otherwise modified for the time being

DEFINITIONS

“Share Stapled Unit(s)”	<p>the combination of the following securities or interests in securities which, subject to the provisions in the Trust Deed, can only be dealt with together and may not be dealt with individually or one without the others:</p> <p>(a) a Unit in the Trust;</p> <p>(b) the beneficial interest in a specifically identified Ordinary Share of the Company Linked (as defined in the Trust Deed) to the Unit and held by the Trustee-Manager as legal owner in its capacity as trustee-manager of the Trust; and</p> <p>(c) a specifically identified Preference Share of the Company Stapled (as defined in the Trust Deed) to the Unit</p>
“Share Stapled Units Register”	the register of Holders of Share Stapled Units
“Share Stapled Units Registrar”	Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	Langham Hospitality Investments (朗廷酒店投資), as constituted pursuant to the Trust Deed
“Trust Deed”	the trust deed dated 8 May 2013 constituting the Trust, entered into between the Trustee-Manager and the Company and as amended by a first supplemental deed dated 22 April 2016 and a second supplemental deed dated 12 May 2022
“Trustee-Manager”	LHIL Manager Limited (朗廷酒店管理人有限公司), a company incorporated in Hong Kong with limited liability on 25 January 2013 and an indirect wholly-owned subsidiary of Great Eagle, being the trustee-manager of the Trust
“Trustee-Manager Board”	the board of directors of the Trustee-Manager
“Unit”	an undivided interest in the Trust, which confers the rights set out in the Trust Deed as being conferred by a Unit (whether in its own right or as a component of a Share Stapled Unit)
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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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)

Directors of the Trustee-Manager and the Company

LO Ka Shui (*Chairman and
Non-executive Director*)

Brett Stephen BUTCHER (*Chief Executive
Officer and Executive Director*)

CHAN Ka Keung, Ceajer*

LIN Syaru, Shirley*

LO Chun Him, Alexander[#]

LO Chun Lai, Andrew[#]

WONG Kwai Lam*

[#] *Non-executive Directors*

* *Independent Non-executive Directors*

Registered Office of the Company

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong of the Company

Suite 2702, 27th Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

Registered Office of the Trustee-Manager

33rd Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

20 March 2024

To the Holders of Share Stapled Units

Dear Sir or Madam,

GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2024 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Holders of Share Stapled Units with information regarding the proposed general mandate to issue Share Stapled Units, the re-election of retiring Directors of the Trustee-Manager and the Company, and to seek your approval at the 2024 AGM in connection with, inter alia, such matters.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

2. PROPOSED GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS

An ordinary resolution will be proposed at the 2024 AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Share Stapled Units (and securities or Convertible Instruments convertible into Share Stapled Units) not exceeding 20% of the Share Stapled Units in issue as at the date of passing of the relevant ordinary resolution. Any exercise of the general mandate would be subject to any applicable provisions of the Listing Rules, the Trust Deed and the Company's Articles. The mandate shall only remain in effect until the conclusion of the next AGM of the Holders of Share Stapled Units, or the expiration of the period within which such AGM is required to be held, or until revoked, renewed or varied by an ordinary resolution of Holders of Share Stapled Units, whichever occurs first. Although the general mandate proposed to be granted may not be utilized before the valid period as mentioned above, this gives the Trust and the Company the flexibility when needed without proposing second and subsequent refreshments of a general mandate in any one year. The Trust and the Company will use the mandate sparingly and in the interest of the Holders of Share Stapled Units as a whole.

Pursuant to Clause 5.4 of the Trust Deed, any other issue of, or any agreement (whether conditional or unconditional) to issue new Share Stapled Units and/or Convertible Instruments shall require specific prior approval by an ordinary resolution of Holders of Share Stapled Units, except that agreements to issue new Share Stapled Units which are conditional upon specific prior approval by an ordinary resolution of Holders of Share Stapled Units may be entered into without first obtaining such prior approval. For avoidance of doubt, Ordinary Resolution numbered 7 as set out in the Notice of 2024 AGM would, upon passing by the Holders of Share Stapled Units, constitute a specific prior approval for this purpose.

As at the Latest Practicable Date, the Trust and the Company have issued 3,318,869,006 Share Stapled Units. On the assumption that there is no variation to the Share Stapled Units issued by the Trust and the Company during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Share Stapled Units as referred to above, the maximum number of Share Stapled Units which may be issued pursuant to the mandate would be 663,773,801.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Under the Trust Deed, the directors of the Trustee-Manager must be the same individuals who serve as the directors of the Company at the relevant time; no person shall serve as a director of the Trustee-Manager unless he also serves as a director of the Company at the same time; and the office of a director of the Trustee-Manager shall be vacated if the relevant person ceases to be a director of the Company. Those provisions are also contained in the articles of association of the Trustee-Manager. Accordingly, the retirement by rotation provisions are also applicable, indirectly, in relation to the Trustee-Manager Board.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

In accordance with the Trust Deed and the Company's Articles, Mr. Lo Chun Him, Alexander ("**Mr. Lo**"), being a Non-executive Director of the Trustee-Manager and the Company, Professor Chan Ka Keung, Ceajer ("**Professor Chan**") and Mr. Wong Kwai Lam ("**Mr. Wong**"), being the Independent Non-executive Directors of the Trustee-Manager and the Company, shall retire from office of both the Trustee-Manager and the Company by rotation and, being eligible, offer themselves for re-election at the 2024 AGM (the "**Retiring Directors**"). The re-election of each Retiring Director will be subject to a separate resolution to be proposed at the 2024 AGM for approval by the Holders of Share Stapled Units. Biographical details of the Retiring Directors, which are required to be disclosed under the Listing Rules, are set out in the Appendix to this circular.

In considering the re-appointment of Retiring Directors, the Nomination Committee of the Company (the "**Nomination Committee**") has reviewed the Retiring Directors' contributions to the Trust and the Company, the diversity aspects including but not limited to gender, age, cultural, educational background, professional experience and skills, as well as selection criteria and evaluation procedures in nominating candidates to be re-appointed as Directors as set out in the Nomination Policy and Board Diversity Policy adopted by the Nomination Committee.

In nominating the Retiring Directors, the Nomination Committee has also taken into account the expertise and experience of Mr. Lo, Professor Chan and Mr. Wong respectively and considered that all of them possess the wealth of skills and experience that are beneficial to the Board in providing a diversity of perspectives appropriate to the business of the Trust and the Company and would enhance the Board's diversity and performance.

Mr. Lo, Professor Chan and Mr. Wong attended all meetings of the Board, Board Committees and Holders of Share Stapled Units held during the year 2023 and provided written confirmation to the Trustee-Manager and the Company on the sufficiency of their time spent and attention to the affairs of the Trust and the Company. The Nomination Committee was satisfied that the Retiring Directors have a strong commitment to the Trust and the Company and positively contributed to the Board through their participation in the affairs of the Trust and the Company and the Board's discussions and decisions.

In the process of assessing the independence of Mr. Wong, an Independent Non-executive Director of the Trustee-Manager and the Company who has served the Board for more than nine years, the Nomination Committee has considered the following factors and formed the view that Mr. Wong remains independent.

As at the Latest Practicable Date, Mr. Wong holds four listed company directorships as independent non-executive directors. In addition, he is not involved in the daily management of the Trust and the Company and has never engaged in any executive management which would materially interfere with his exercise of independent judgement. He has confirmed that he does not have any material interest in competing business, either directly or indirectly, with the Trust Group's business. He has also submitted annual confirmation to the Trustee-Manager and the Company on his fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules which assesses the independence of Independent Non-executive Directors. The Nomination Committee believed that Mr. Wong is able to give impartial advice and exercise independent judgement and the objectivity and integrity of Board for decision making will not be weakened.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

Mr. Wong has over 30 years of experience in the commercial and investment banking industry. He also has extensive board experience with publicly listed trusts in Hong Kong and/or Singapore. He is well versed with the governance and administration structure of a trust and can provide valuable insights into the economic trends, market conditions, and potential risks or opportunities, and offer a deep understanding of macroeconomic factors that may impact the Trust Group's operations. The unique background and experience of Mr. Wong can enable him to have more exposure to certain tasks on risk management and control procedures, which can be implemented in the Trust Group to provide effective monitoring.

There is no evidence showing that Independent Non-executive Directors who have served on a board for nine years or more would lose their independence nor be at an increased risk of complacency given their familiarity with management. As long serving Independent Non-executive Directors have a deeper understanding of the business and history of the Trust and the Company, they can add values to the Board, and therefore help the Trust and the Company to adapt easily in today's dynamic environment. The Board considered that independence of mind is far more important than the appearance of independence and the length of tenure of Mr. Wong has not affected his independence. The Board was fully satisfied that Mr. Wong demonstrates complete independence in character and judgement both in his designated roles as members of the Board and Board Committees and was of the opinion that he will continue to bring independent views of the affairs of the Trust and the Company to the Board notwithstanding his length of service.

The Board, having considered the recommendation of the Nomination Committee, was of the view that the re-election of the Retiring Directors is in the best interests of the Trust, the Company and the Holders of Share Stapled Units as a whole and taking into account the respective contributions of Mr. Lo Chun Him, Alexander, Professor Chan Ka Keung, Ceajer and Mr. Wong Kwai Lam to the Board, recommended all of them to stand for re-election as Directors at the 2024 AGM.

4. 2024 AGM AND PROXY ARRANGEMENT

At the 2024 AGM, ordinary resolutions will be proposed to approve, inter alia, the general mandate to issue Share Stapled Units and the re-election of retiring Directors.

The Notice is set out on pages N1 to N6 of this circular. Holders of Share Stapled Units are advised to read the Notice and complete and return the accompanying form of proxy for use at the 2024 AGM in accordance with the instructions printed thereon.

Each resolution proposed to approve a matter to be considered by the Holders of Share Stapled Units at the 2024 AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

The form of proxy provided to Holders of Share Stapled Units for use at the 2024 AGM, and the form of voting paper to be used at the 2024 AGM, 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 2024 AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:

- (a) 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;
- (b) 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 Articles; and
- (c) 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 Articles.

In respect of each individual Share Stapled Unit, the voting rights conferred by the Unit, the Preference Share and the interest in an 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 2024 AGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in the paragraph immediately above.

The Trustee-Manager will not exercise any voting rights in respect of a resolution proposed at the 2024 AGM conferred by those Ordinary Shares held by the Trustee-Manager which are components of Share Stapled Units in respect of which no voting rights are exercised by the Holders of those Share Stapled Units in respect of the relevant resolution at the 2024 AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, Article 13.6 of the Company's Articles and paragraph 3.4 of Schedule 1 of the Trust Deed, the Chairman will put each of the proposed resolutions set out in the Notice to be voted by way of a poll. On a poll, votes may be given either personally, by corporate representative or by proxy. An announcement on the poll results will be published on Langham's website at www.langhamhospitality.com and the HKEXnews website at www.hkexnews.hk on the same day after the 2024 AGM.

5. CLOSURE OF REGISTERS

The Registers will all be closed from Friday, 3 May 2024 to Wednesday, 8 May 2024, both days inclusive for the purpose of ascertaining the entitlement of Holders of Share Stapled Units to attend and vote at the 2024 AGM, in order to be eligible to attend and vote at the 2024 AGM. During this period, no transfer of Share Stapled Units will be registered.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

In order to be eligible to attend and vote at the 2024 AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 2 May 2024.

6. RECOMMENDATION

The Directors consider that the grant of the general mandate to issue Share Stapled Units and the re-election of retiring Directors are all in the best interests of the Trust and the Company and the Holders of Share Stapled Units as a whole. Accordingly, the Directors recommend all Holders of Share Stapled Units to vote in favour of the relevant resolutions to be proposed at the 2024 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the Appendix which sets out details of the Directors proposed to be re-elected at the 2024 AGM in accordance with the Listing Rules.

Yours faithfully,
By Order of the Boards of
LHIL Manager Limited
and
Langham Hospitality Investments Limited
LO Ka Shui
Chairman

Under the Trust Deed, the Trustee-Manager Directors must be the same individuals who serve as the Company Directors at the relevant time. In accordance with the Company's Articles and the Trust Deed, Mr. Lo Chun Him, Alexander, Professor Chan Ka Keung, Ceajer and Mr. Wong Kwai Lam, will offer themselves for re-election at the 2024 AGM. Their biographical details are set out below to enable Holders of Share Stapled Units to make an informed decision on their re-election.

1. **Mr. LO Chun Him, Alexander**, aged 38, has been a Non-executive Director of the Trustee-Manager and the Company since February 2017. He is also a Director of all the subsidiaries of the Company. Mr. Lo is an Executive Director of Great Eagle Holdings Limited, which is listed on the Main Board of the Stock Exchange. Prior to joining the Great Eagle Group in 2010, he had worked at Citibank's investment banking division with a focus on Hong Kong's market. Mr. Lo is also a member of the Executive Committee of The Real Estate Developers Association of Hong Kong and a member of the Management Committee of The Federation of Hong Kong Hotel Owners Limited. He graduated from Washington University in St. Louis with a Bachelor of Arts in Psychology.

Mr. Lo is a son of Dr. Lo Ka Shui, being the Chairman and Non-executive Director of the Trustee-Manager and the Company. He is also a cousin of Mr. Lo Chun Lai, Andrew, being a Non-executive Director of the Trustee-Manager and the Company.

Saved as disclosed above, Mr. Lo does not have any relationship with any other Directors, senior management, substantial or controlling Holders of Share Stapled Units of Langham and he did not hold any directorship in other listed public companies or any position with the Company and its subsidiaries in the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Lo does not have any interest in the Share Stapled Units of Langham within the meaning of Part XV of the SFO. Mr. Lo has a personal interest of 128,488 shares and holds options with the rights to subscribe for 1,035,000 shares of Great Eagle.

Mr. Lo has entered into a letter of appointment as Non-executive Director of the Company for an initial term of three years renewable automatically for a future term of three years on the expiry of such term and every successive period of three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles. Mr. Lo is entitled to receive a Director's fee of HK\$170,000 per annum for the year ended 31 December 2023. Such fee was recommended by the Remuneration Committee with reference to Mr. Lo's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Company Board. The basis and amounts of emoluments paid to Mr. Lo for the financial year ended 31 December 2023 are set out in the Corporate Governance Report and note 14 to the consolidated financial statements contained in Langham's 2023 Annual Report respectively.

Mr. Lo has also entered into a separate letter of appointment as Non-executive Director of the Trustee-Manager, under which he is not entitled to any Director's fees and remuneration. Pursuant to the Trust Deed, the retirement by rotation provision under the Company's Articles, will also be applicable, indirectly, in relation to the Trustee-Manager Board.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Holders of Share Stapled Units in connection with Mr. Lo's re-election, and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

2. **Professor CHAN Ka Keung, Ceajer**, aged 67, has been an Independent Non-executive Director of the Trustee-Manager and the Company since August 2018. He is the Chairman of the Company's Remuneration Committee, a Member of the Company's Nomination Committee and a Member of the Audit Committees of the Trustee-Manager and the Company. Professor Chan holds an Honorary Doctoral Degree from The Hong Kong University of Science and Technology (HKUST). Professor Chan is an Adjunct Professor and a Senior Advisor to the Dean at HKUST Business School. He was appointed as the Secretary for Financial Services and the Treasury of the Government of the Hong Kong Special Administrative Region from July 2007 to June 2017. Prior to that, he was Dean of Business and Management in HKUST. Before joining the HKUST Business School in 1993, Professor Chan had spent nine years teaching at Ohio State University in the United States. Professor Chan is currently a member of Competition Commission of Hong Kong and a Director of the One Country and Two Systems Research Institute. Professor Chan is an Independent Non-executive Director of the Manager of Champion Real Estate Investment Trust, Guotai Junan International Holdings Limited, China Overseas Land & Investment Limited and NWS Holdings Limited (all listed in Hong Kong). He is an Independent Non-executive Director of Greater Bay Area Homeland Investments Limited. He is also the Chairman of WeLab Bank Limited and a Senior Advisor to WeLab Holdings Limited.

Professor Chan received his bachelor's degree in economics from Wesleyan University and both of his M.B.A. and Ph.D. in finance from The University of Chicago. He specialised in assets pricing, evaluation of trading strategies and market efficiency and has published numerous articles on these topics.

Saved as disclosed above, in the three years preceding the Latest Practicable Date, Professor Chan did not hold any directorship in other listed public companies.

Professor Chan does not have any relationships with any other Directors, senior management or substantial or controlling Holders of Share Stapled Units of Langham. As at the Latest Practicable Date, he does not have any interest in the Share Stapled Units of Langham within the meaning of Part XV of the SFO.

Professor Chan has entered into a letter of appointment as Independent Non-executive Director of the Company for an initial term of three years renewable automatically for a further term of three years on the expiry of such term and every successive period of three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles. Professor Chan is entitled to receive a Director's fee of HK\$220,000 per annum and remunerations of Board Committees in the aggregate sum of HK\$120,000 per annum for the year ended 31 December 2023. Such fee and remunerations were recommended by the Remuneration Committee with reference to Professor Chan's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Company Board. The basis and amounts of emoluments paid to Professor Chan for the financial year ended 31 December 2023 are set out in the Corporate Governance Report and note 14 to the consolidated financial statements contained in Langham's 2023 Annual Report respectively.

Professor Chan has also entered into a separate letter of appointment as Independent Non-executive Director of the Trustee-Manager, under which he is not entitled to any Director's fees and remuneration. Pursuant to the Trust Deed, the retirement by rotation provision under the Company's Articles, will also be applicable, indirectly, in relation to the Trustee-Manager Board.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Holders of Share Stapled Units in connection with Professor Chan's re-election, and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

3. **Mr. WONG Kwai Lam**, aged 74, has been an Independent Non-executive Director of the Trustee-Manager and the Company since 2013. He is the Chairman of the Audit Committees of the Trustee-Manager and the Company, and a Member of each of the Company's Remuneration Committee and Nomination Committee. Mr. Wong is currently an Independent Non-executive Director of Hutchison Port Holdings Management Pte. Limited as trustee-manager of Hutchison Port Holdings Trust ("HPHT"), CK Hutchison Holdings Limited ("CKHH"), ARA Asset Management (Prosperity) Limited as manager of Prosperity Real Estate Investment Trust ("Prosperity REIT") and K. Wah International Holdings Limited ("KWIH"). CKHH, Prosperity REIT and KWIH are listed in Hong Kong, and HPHT is listed in Singapore. Mr. Wong was an Independent Non-executive Director of China Merchants Bank Co., Ltd. Mr. Wong is currently the Chairman of IncitAdv Consultants Ltd., Chairman and a Director of Hong Kong Grand Opera Company Limited, an advisor to the Chamber of Hong Kong Listed Companies, a member of the Advisory Board of Continuing and Professional Studies, The Chinese University of Hong Kong ("CUHK"), a Vice Chairman of the Board of Trustees and a Member of the Investment Sub-committee of the Board of Trustees of New Asia College, CUHK and a Director of the CUHK Medical Centre Limited. He was formerly a Member of the Advisory Committee and a Member of the Real Estate Investment Trust (REIT) Committee of the Securities and Futures Commission in Hong Kong and a Member of the China Committee of the Hong Kong Trade Development Council.

Mr. Wong has over 30 years of experience in the commercial and investment banking industry. He worked with Merrill Lynch (Asia Pacific) Ltd. from May 1993 to August 2009 where he served as a Managing Director in the Asia Investment Banking Division since January 1995. He was appointed as a Senior Client Advisor to Merrill Lynch (Asia Pacific) Ltd. in September 2009 and served in that position for one year. Prior to that, Mr. Wong had been a Director in the Investment Banking Division of CS First Boston (Hong Kong) Ltd. and a Director and the Head of Primary Market in Standard Chartered Asia Limited.

Mr. Wong holds Bachelor of Arts Degree and Honorary Fellowship from The Chinese University of Hong Kong and a Ph. D from Leicester University, England.

Saved as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Wong did not hold any directorship in other listed public companies.

Mr. Wong does not have any relationships with any other Directors, senior management or substantial or controlling Holders of Share Stapled Units of Langham. As at the Latest Practicable Date, he does not have any interest in the Share Stapled Units of Langham within the meaning of Part XV of the SFO.

Mr. Wong has entered into a letter of appointment as Independent Non-executive Director of the Company for an initial term of three years renewable automatically for a further term of three years on the expiry of such term and every successive period of three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles. Mr. Wong is entitled to receive a Director's fee of HK\$220,000 per annum and remunerations of Board Committees in the aggregate sum of HK\$145,000 per annum for the year ended 31 December 2023. Such fee and remunerations were recommended by the Remuneration Committee with reference to Mr. Wong's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Company Board. The basis and amounts of emoluments paid to Mr. Wong for the financial year ended 31 December 2023 are set out in the Corporate Governance Report and note 14 to the consolidated financial statements contained in the 2023 Annual Report of the Trust and the Company respectively.

Mr. Wong has also entered into a separate letter of appointment as Independent Non-executive Director of the Trustee-Manager, under which he is not entitled to any Director's fees and remuneration. Pursuant to the Trust Deed, the retirement by rotation provision under the Company's Articles, will also be applicable, indirectly, in relation to the Trustee-Manager Board.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Holders of Share Stapled Units in connection with Mr. Wong's re-election, and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF 2024 AGM

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)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (“AGM”) of Langham Hospitality Investments (the “**Trust**”) and Langham Hospitality Investments Limited (the “**Company**”) (collectively referred as “**Langham**”), as convened by LHIL Manager Limited (the “**Trustee-Manager**”, in its capacity as the trustee-manager of the Trust) and the Company, will be held on Wednesday, 8 May 2024 at 4:00 p.m. at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, for the following purposes:

1. To receive and adopt the audited consolidated Financial Statements of the Trust and the Company for the year ended 31 December 2023, the audited Financial Statements of the Trustee-Manager for the year ended 31 December 2023, together with the Reports of the Directors and the Independent Auditor.
2. To re-elect Mr. Lo Chun Him, Alexander as a Non-executive Director.
3. To re-elect Professor Chan Ka Keung, Ceajer as an Independent Non-executive Director.
4. To re-elect Mr. Wong Kwai Lam as an Independent Non-executive Director.
5. To authorise the Directors of the Company to fix their remuneration.
6. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Trust, the Trustee-Manager and the Company, and authorise the Directors of the Trustee-Manager and the Company to fix their remuneration.

NOTICE OF 2024 AGM

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolution (which shall serve as an ordinary resolution of registered holders of units under the Trust Deed (as defined hereinafter) and as an ordinary resolution of shareholders of the Company under the Company's amended and restated articles of association):

ORDINARY RESOLUTION

7. **“THAT:**

- (a) subject to paragraphs (b) and (c) of this Resolution and any applicable provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the provisions of the Trust Deed (as defined hereinafter) and the amended and restated articles of association of the Company, the Directors of the Trustee-Manager and the Company be and are hereby granted an unconditional general mandate to allot, issue and deal with additional ordinary shares and preference shares in the Company and additional units in the Trust, to be jointly issued by the Trust and the Company in the form of share stapled units (“**Share Stapled Unit(s)**”) in accordance with the provisions of the Trust Deed, and to allot, issue or grant securities or convertible instruments convertible into Share Stapled Units or similar rights to subscribe for Share Stapled Units or such securities or convertible instruments and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors of the Trustee-Manager and the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Share Stapled Units allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Trustee-Manager and the Company pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); (ii) the exercise of rights of subscription for Share Stapled Units or conversion into Share Stapled Units under the terms of any securities issued by the Trustee-Manager and the Company; or (iii) any distribution reinvestment arrangement or similar arrangement providing for the allotment of Share Stapled Units in lieu of the whole or part of a distribution in respect of the Share Stapled Units in accordance with the amended and restated articles of association of the Company and the Trust Deed, shall not exceed 20% of the aggregate number of Share Stapled Units in issue as at the date of the passing of this Resolution (and the aggregate numbers of units in the Trust and shares in the Company allotted or agreed conditionally to be allotted as components of Share Stapled Units, otherwise than pursuant to any of (i) to (iii) above, shall not exceed 20% of the aggregate number of units or shares (as the case may be) in issue as at the date of passing this Resolution); and

NOTICE OF 2024 AGM

(d) for the purpose of this Resolution:

“**Trust Deed**” refers to the trust deed dated 8 May 2013 constituting the Trust entered into between the Trustee-Manager and the Company as amended, supplemented, substituted or otherwise modified from time to time;

“**Relevant Period**” means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Trust and the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Trust and the Company is required by any applicable law or the amended and restated articles of association of the Company and/or the Trust Deed to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the holders of Share Stapled Units in general meeting, whichever is the earliest;

“**Rights Issue**” means an offer of Share Stapled Units and/or Convertible Instruments (as defined hereinafter) to all existing holders of Share Stapled Units on a pro rata basis and an offer of Share Stapled Units and/or Convertible Instruments shall be considered and deemed to be made on a pro rata basis notwithstanding that (1) the Trustee-Manager and the Company acting jointly may, after making due enquiry regarding the applicable jurisdiction, determine that Share Stapled Units and/or Convertible Instruments are not to be offered to persons whose addresses are outside Hong Kong, and/or that the Share Stapled Units and/or Convertible Instruments shall be offered on a basis, or containing such other terms, providing for any such other exclusions or adjustments determined by the Trustee-Manager and the Company acting jointly, if the Trustee-Manager and the Company by mutual agreement between them consider such exclusions or adjustments to be necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or under the requirements of any recognised regulatory body or stock exchange, of any territory or jurisdiction outside Hong Kong and/or (2) where and to the extent that holders of Share Stapled Units do not accept any offer of Share Stapled Units and/or Convertible Instruments within the applicable period for acceptance (as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them), such Share Stapled Units and/or Convertible Instruments may be offered or made available to, and taken up by, other persons as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them, subject to compliance with the relevant laws and regulations (including the applicable Listing Rules); and

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“**Convertible Instruments**” means any options, warrants or similar rights for the subscription or issue of Share Stapled Units issued by the Trust and the Company and any securities issued by the Company or any subsidiaries of the Company which are convertible into or exchangeable for Share Stapled Units; any references to an issue of Share Stapled Units “pursuant to” any Convertible Instruments means an issue of Share Stapled Units pursuant to exercise of any subscription (or similar), conversion or exchange rights under the terms and conditions of such Convertible Instruments.”

By Order of the Boards
LHIL Manager Limited
and
Langham Hospitality Investments Limited
Wong Mei Ling, Marina
Company Secretary

Hong Kong, 20 March 2024

Registered Office of the Company:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong of the Company:

Suite 2702, 27th Floor
Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

Registered Office of the Trustee-Manager:

33rd Floor
Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

NOTICE OF 2024 AGM

Notes:

1. Any holder of Share Stapled Units entitled to attend and vote at the 2024 AGM (or any adjournment thereof) of the Trust and the Company is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a holder of Share Stapled Units. Holders of Share Stapled Units may appoint the Chairman of the 2024 AGM as their proxy to vote on the resolutions, instead of attending the 2024 AGM in person.
2. Where there are joint registered holders of any Share Stapled Unit, any one of such persons may vote at the 2024 AGM, either personally or by proxy, in respect of such Share Stapled Unit as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the 2024 AGM personally or by proxy, that one of the holders so present whose name stands first on the Share Stapled Units Register in respect of such Share Stapled Unit shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased holder of Share Stapled Units in whose name any Share Stapled Unit stands shall for this purpose be deemed joint holders thereof.
3. In order to be valid, the form of 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 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 no later than 48 hours before the time appointed for holding the 2024 AGM (or any adjournment thereof).

Completion and return of the form of proxy will not preclude holders of Share Stapled Units from attending and voting in person at the 2024 AGM should they so wish. In the event that the holders of Share Stapled Units attend the 2024 AGM or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

4. The Share Stapled Units Register, the register of holders of units, the principal and Hong Kong branch registers of members, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed from Friday, 3 May 2024 to Wednesday, 8 May 2024, both days inclusive for the purpose of ascertaining the entitlement of holders of Share Stapled Units to attend and vote at the 2024 AGM. During this period, no transfer of Share Stapled Units will be registered.

In order to be eligible to attend and vote at the 2024 AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 2 May 2024.

5. Each Share Stapled Unit comprises:
 - (a) a unit in the Trust;
 - (b) a beneficial interest in a specifically identified ordinary share in the Company held by the Trustee-Manager, which is "linked" to the unit; and
 - (c) a specifically identified preference share in the Company with is "stapled" to the unit.

Under the Trust Deed and the Company's amended and restated articles of association, the number of ordinary shares and preference shares of the Company in issue must be the same at all times and must also, in each case, be equal to the number of units of the Trust in issue; and each of them is equal to the number of Share Stapled Units in issue.

6. The 2024 AGM 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 2024 AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.

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7. The form of proxy provided to holders of Share Stapled Units for use at the 2024 AGM, and the form of voting paper to be used at the 2024 AGM, 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 2024 AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
 - (i) 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;
 - (ii) 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
 - (iii) an instruction to the Trustee-Manager to vote the number of ordinary shares of the Company 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.
8. 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 2024 AGM; 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 7 above.
9. Concerning Resolutions numbered 2 to 4 above, Mr. Lo Chun Him, Alexander, Professor Chan Ka Keung, Ceajer and Mr. Wong Kwai Lam will retire from office at the 2024 AGM and, being eligible, offer themselves for re-election and their biographical details together with other information are set out in Appendix to the circular to holders of Share Stapled Units dated 20 March 2024. Details of Directors' emoluments are set out in note 14 to the consolidated financial statements contained in the 2023 Annual Report of Langham.
10. Concerning Resolution numbered 7 above, the Directors of the Trustee-Manager and the Company wish to state that there are no immediate plans to issue any new Share Stapled Units or warrants.
11. The votes at the 2024 AGM will be taken by poll.
12. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 2:00 p.m. on Wednesday, 8 May 2024, the 2024 AGM 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 holders of Share Stapled Units of the date, time and venue of the rescheduled meeting.
13. The 2024 AGM venue has wheelchair access. Anyone accompanying a holder of Share Stapled Units in need of assistance will be admitted to the 2024 AGM. If any member with a disability has a question regarding attendance, please contact the Company Secretarial Division of the Company by email at Langham.ecom@langhamhospitality.com.