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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)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) 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 4:15 p.m. (or immediately after the conclusion or adjournment of the 2024 annual general meeting of Langham to be held at the same venue and on the same day, at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions (which shall serve as ordinary resolutions of registered holders of units under the trust deed constituting the Trust and as ordinary resolutions of shareholders of the Company under the Company’s amended and restated articles of association (the “**Company’s Articles**”)):

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) (i) the Addendum (as defined in the circular of the Trust and the Company dated 22 April 2024 (the “**Circular**”)) and the transactions contemplated thereunder and in connection therewith be and are hereby approved and confirmed;
- (ii) the Increased SSU Issuance Cap (as defined in the Circular) in relation to the issue of Share Stapled Units (as defined in the Circular) for the duration of the Hotel Management Agreements and the Trademark Licence Agreements (both defined in the Circular) be and is hereby approved; and
- (iii) the Deferment Mechanism (as defined in the Circular) ancillary to the Increased SSU Issuance Cap (as defined in the Circular) be and is hereby approved;
- (b) the directors of the Trustee-Manager and the Company be and are hereby authorised for and on behalf of the Trust and the Company to execute (including where relevant and necessary to affix the common seal of the Trustee-Manager

and of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by them in their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the Addendum.”

2. **“THAT:**

- (a) Subject to the passing of the resolution no.1 above, the directors of the Trustee-Manager and the Company be and are hereby granted the 2023 Specific Mandate (as defined in the circular of the Trust and the Company dated 22 April 2024 (the “**Circular**”)), subject to the Increased SSU Issuance Cap (as defined in the Circular), to exercise the powers of the Trust and the Company to issue Share Stapled Units (as defined in the Circular) pursuant to the terms and conditions of the Hotel Management Agreements and the Trademark Licence Agreements (both defined in the Circular) for payment of the Outstanding Manager Fees (as defined in the Circular); and
- (b) the directors of the Trustee-Manager and the Company be and are hereby authorised for and on behalf of the Trust and the Company to execute any such documents, instruments and agreements and to do any such acts or things as may be deemed by them in their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the 2023 Specific Mandate.”

3. **“THAT:**

- (a) Subject to the passing of the resolution no.1 above, the directors of the Trustee-Manager and the Company be and are hereby granted the 2024–26 Specific Mandate (as defined in the circular of the Trust and the Company dated 22 April 2024 (the “**Circular**”)), subject to the Increased SSU Issuance Cap (as defined in the Circular), to exercise the powers of the Trust and the Company to issue Share Stapled Units (as defined in the Circular) pursuant to the terms and conditions of the Hotel Management Agreements and the Trademark Licence Agreements (both defined in the Circular) for payment of the Manager Fees for the three financial years ending 31 December 2026 (as defined in the Circular); and

- (b) the directors of the Trustee-Manager and the Company be and are hereby authorised for and on behalf of the Trust and the Company to execute any such documents, instruments and agreements and to do any such acts or things as may be deemed by them in their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the 2024–26 Specific Mandate.”

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

Hong Kong, 22 April 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

*Notes:*

1. Any holder of Share Stapled Units entitled to attend and vote at the EGM (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 (the “**Holder of SSUs**”). Holders of SSUs may appoint the Chairman of the EGM as their proxy to vote on the resolutions, instead of attending the EGM in person.
2. Where there are joint registered holders of any Share Stapled Unit, any one of such persons may vote at the EGM, 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 EGM 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 EGM (or any adjournment thereof).

Completion and return of the form of proxy will not preclude Holders of SSUs from attending and voting in person at the EGM or any adjournment thereof should they so wish. In the event that the Holders of SSUs attend the EGM 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 SSUs to attend and vote at the EGM. During such period, no transfer of Share Stapled Units will be registered. In order to be eligible to attend and vote at the EGM, 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 not later than 4:30 p.m. on Thursday, 2 May 2024.
5. Each Share Stapled Unit comprises:
  - (i) a unit in the Trust;
  - (ii) a beneficial interest in a specifically identified ordinary share in the Company held by the Trustee-Manager, which is “linked” to the unit; and
  - (iii) a specifically identified preference share in the Company with is “stapled” to the unit.

Under the Trust Deed and the Company’s Articles, 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 EGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the Holders of SSUs at the EGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.
7. The form of proxy provided to Holders of SSUs for use at the EGM, and the form of voting paper to be used at the EGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of Holders of SSUs to be proposed at the EGM 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 Articles; 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 Articles.
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 SSUs to be proposed at the EGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 7 above.

9. The votes at the EGM will be taken by poll.
10. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 2:15 p.m. on Wednesday, 8 May 2024, the EGM will be rescheduled. The Trust and the Company will publish an announcement on the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and Langham's website at [www.langhamhospitality.com](http://www.langhamhospitality.com) to notify Holders of SSUs of the date, time and venue of the rescheduled meeting.
11. The EGM venue has wheelchair access. Anyone accompanying a Holder of SSUs in need of assistance will be admitted to the EGM. 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](mailto:Langham.ecom@langhamhospitality.com).

*As at the date of this notice, the Boards comprise: Dr. LO Ka Shui (Chairman and Non-executive Director), Mr. Brett Stephen BUTCHER (Chief Executive Officer and Executive Director), Professor CHAN Ka Keung, Ceajer\*, Professor LIN Syaru, Shirley\*, Mr. LO Chun Him, Alexander#, Mr. LO Chun Lai, Andrew# and Mr. WONG Kwai Lam\*.*

*# Non-executive Directors*

*\* Independent Non-executive Directors*