

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

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Trust, the Company or any other entity.*

*This announcement is not for release, publication or distribution in or into any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*

# 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)

## **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

Pursuant to Rule 3.8 of the Takeovers Code, the Trustee-Manager and the Company announce that a total of 55,432,596 new Share Stapled Units have been allotted and issued on 9 May 2024 to settle the Manager Fees for the six months ended 31 December 2023 in full.

As at the date of this announcement, the Trustee-Manager and the Company have not received any firm intention to proceed with a privatisation proposal from Great Eagle or its subsidiaries nor have they received any notification that Great Eagle has decided not to proceed with such proposal.

**WARNING: Holders of Share Stapled Units and other potential investors should note that as there may or may not be any privatisation proposal or other offer for the Share Stapled Units, they should exercise caution when dealing in the securities of Langham Hospitality Investments Limited and Langham Hospitality Investments.**

This announcement is made by Langham Hospitality Investments Limited (the “**Company**”) and LHIL Manager Limited (the “**Trustee-Manager**”, as the trustee-manager of Langham Hospitality Investments (the “**Trust**”)) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

The Trustee-Manager and the Company refer to (i) the announcement of the Trust and the Company dated 3 April 2024 in relation to the possible privatisation proposal from Great Eagle group by way of scheme of arrangement of the Trust and the Company and the withdrawal of the listing of the Share Stapled Units (as defined in the 2023 annual report of the Trust and the Company); (ii) the announcements dated 23 February 2021 and 12 May 2021 and the circular dated 12 March 2021 of the Trust and the Company in relation to, among others, the 2021 Specific Mandate granted by the independent Holders of Share Stapled Units on 12 May 2021 for the allotment and issue of Share Stapled Units to settle the Manager Fees for the three financial years ended 31 December 2023; and (iii) the announcements dated 12 April 2024 and 8 May 2024 and the circular dated 22 April 2024 of the Trust and the Company in relation to, among others, the 2023 Specific Mandate granted by the independent Holders of Share Stapled Units on 8 May 2024 for the allotment and issue of additional Share Stapled Units to settle the Manager Fees for the six months ended 31 December 2023 (together with (i), (ii) and (iii) above, the “**Publications**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Publications.

## **UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE TRUST AND THE COMPANY**

On 9 May 2024, a total of 55,432,596 new Share Stapled Units have been allotted and issued to settle the Manager Fees for the six months ended 31 December 2023 in full.

As at the date of this announcement, the relevant securities (as defined in the Takeovers Code) of the Trust and the Company in issue comprised 3,374,301,602 Share Stapled Units (comprising the same number of units in the Trust, ordinary shares of the Company linked to those unit and held by the Trustee-Manager as legal owner (in its capacity as trustee-manager of the Trust) and preference shares of the Company stapled to those units).

As at the date of this announcement, save as disclosed above, the Trust and the Company have no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Share Stapled Units and the Trust and the Company have no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

## **DEALING DISCLOSURES**

All associates (as defined in the Takeovers Code, including shareholders (which in this case would include holders of Share Stapled Units) of Great Eagle and the Trust and the Company holding 5% or more of the relevant securities of Great Eagle or the Trust and the Company) are hereby reminded to disclose their dealings in any securities of the Trust and the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

As at the date of this announcement, the Trustee-Manager and the Company have not received any firm intention to proceed with a privatisation proposal from Great Eagle or its subsidiaries nor have they received any notification that Great Eagle has decided not to proceed with such proposal. Accordingly, a privatisation or other offer may or may not proceed.

**WARNING: Holders of Share Stapled Units and other potential investors should note that as there may or may not be any privatisation proposal or other offer for the Share Stapled Units, they should exercise caution when dealing in the securities of Langham Hospitality Investments Limited and Langham Hospitality Investments.**

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

Hong Kong, 9 May 2024

*As at the date of this announcement, 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\*.*

*The directors of the Boards jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*# Non-executive Directors*

*\* Independent Non-executive Directors*