THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, 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 transferred all your shares in Associated International Hotels Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee 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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凱聯國際酒店有限公司
Associated International Hotels Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 105)

GENERAL MANDATES FOR BUY-BACK BY THE COMPANY OF ITS OWN SHARES AND ISSUE OF NEW SHARES; AMENDMENTS TO THE ARTICLES OF ASSOCIATION; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of Associated International Hotels Limited ("Company") to be held at CHOI FOOK ROYAL BANQUET, 26TH FLOOR, iSQUARE, 63 NATHAN ROAD, TSIM SHA TSUI, KOWLOON, HONG KONG on Friday, 5 September 2025 at 11:00 a.m. ("AGM") is set out in Appendix IV to this circular. Whether or not you intend to be present at the AGM, you are requested to complete and return the enclosed form of proxy (which is also available on the websites of Hong Kong Exchanges and Clearing Limited and the Company) to the Company's registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong or the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 24 hours (excluding any part of a day that is a public holiday) before the time of the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such case, the form of proxy submitted shall be deemed to be revoked.

There will be NO provision of refreshments or distribution of souvenirs.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

25 July 2025

凱聯國際酒店有限公司
Associated International Hotels Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 105)

Executive Directors:
Cheong Kheng Lim (Chairman)
Cheong Keng Hooi
Cheong Sim Lam
Cheong Chong Ling
Cheong Tiong Ham
Cheong Chin Hong Rodney

Independent Non-executive Directors:
Chow Wan Hoi, Paul
Wong Yiu Tak
Lee Chung

Registered Office:
9th Floor, iSQUARE
63 Nathan Road
Tsim Sha Tsui
Kowloon, Hong Kong

25 July 2025

To the Shareholders

Dear Sir or Madam

GENERAL MANDATES FOR BUY-BACK BY THE COMPANY OF ITS OWN SHARES AND ISSUE OF NEW SHARES; AMENDMENTS TO THE ARTICLES OF ASSOCIATION; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Friday, 5 September 2025 at 11:00 a.m., including the ordinary resolutions relating to (i) the grant to the directors of the Company ("Directors") of general mandates to issue and buy back shares of the Company; and (ii) the re-election of Directors who are due to retire at the AGM; the special resolution to amend the Articles of Association of the Company; and to give you notice of the AGM at which the ordinary resolutions and special resolution as set out in the Notice of Annual General Meeting ("Notice") will be proposed.

General Mandates

At the adjourned annual general meeting of shareholders of the Company held on 10 September 2024, approval was given by shareholders for the granting of, inter alia, a general mandate to the Directors to buy back shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") up to 10 per cent of the total number of issued shares of the Company at the date of passing the relevant resolution. In accordance with the terms of the approval, that general mandate will shortly expire on 5 September 2025 upon the conclusion of the next annual general meeting of the Company to be held on that day. To keep in line with current corporate practice, the grant of a fresh general mandate to buy back up to 10 per cent of the total number of issued shares (excluding treasury shares, if any) of the Company at the date of passing the relevant resolution is being sought from shareholders of the Company. An ordinary resolution to grant the share buy-back general mandate will be proposed at the AGM. The explanatory statement required by the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") to be sent to shareholders in connection with the proposed share buy-back resolution is set out in Appendix I to this circular.

In addition to the ordinary resolution relating to the share buy-back general mandate, ordinary resolutions will also be proposed (i) to grant the Directors a general mandate to allot, issue and otherwise deal with shares of the Company (including the sale or transfer of treasury shares) up to a limit equal to 10 per cent of the total number of issued shares (excluding treasury shares, if any) of the Company at the date of passing such resolution plus (if the Directors are so authorised by a separate ordinary resolution of the Company) the number of shares bought back by the Company subsequent to the passing of such resolution (up to a maximum of 10 per cent of the total number of issued shares (excluding treasury shares, if any) of the Company at the date of passing such resolution); and (ii) to approve the addition of such bought-back securities to the 10 per cent share issue mandate (as required by the Listing Rules).

The Directors wish to state that they have no present intention to buy back any existing shares or to issue any new shares pursuant to the relevant mandates. The mandates being proposed will, however, give the Company the flexibility to do so. The Directors will not exercise the mandates in a way which would breach the minimum percentage of listed securities in public hands as prescribed by the Stock Exchange from time to time.

Amendments to the Articles of Association

A special resolution will be proposed at the AGM to seek the approval of the shareholders to amend the Company's Articles of Association.

The Board of the Company ("Board") proposes certain amendments to be made to the Company's Articles of Association with a view to (i) bringing them in line with the requirements of the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("Hong Kong Companies Ordinance") in relation to holding virtual or hybrid general meetings and e-voting, as well as treasury shares; and (ii) incorporating certain corresponding and housekeeping amendments to the Company's Articles of Association. Details of the proposed amendments to the Company's Articles of Association ("Proposed Amendments") are set out in Appendix II to this circular and the Notice.

Our legal advisers have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong. The Board is of the view that none of the Proposed Amendments would adversely affect the rights of shareholders of the Company in any respects.

Re-election of Directors

The Board currently consists of nine members, namely the following Executive Directors:

Cheong Kheng Lim
Cheong Keng Hooi
Cheong Sim Lam
Cheong Chong Ling
Cheong Tiong Ham
Cheong Chin Hong Rodney

and the following Independent Non-executive Directors:

Chow Wan Hoi, Paul
Wong Yiu Tak
Lee Chung

In accordance with Articles 95 and 96 of the Company's Articles of Association, Ms Cheong Chong Ling, Mr Cheong Tiong Ham and Mr Lee Chung shall retire at the conclusion of the AGM and, being eligible, shall offer themselves for re-election.

Having considered the biographical details and other related particulars of each of the retiring Directors with particular regard paid to the requirements, duties and responsibilities of a director as set out in the Listing Rules, evaluation factors delineated in the nomination policy and concerns/guiding principles in the Board diversity policy of the Company as well as their contributions to the Board, the nomination committee of the Company considered that each of the retiring Directors has discharged his/her duties as a Director adequately and their re-appointments can positively contribute to the Board.

In assessing the independence of Mr Lee Chung as an independent non-executive Director, the nomination committee after reviewing the written confirmation tendered by him considers that he has met the independence guidelines set out in Rule 3.13 of the Listing Rules. He is neither involved in daily management of the Company nor in any relationships/circumstances which would materially interfere with his exercise of independent judgement. Although Mr Lee has served the Company for more than nine years, he possesses the integrity and business insight necessary for his role as an independent Director. During his years of appointment, Mr Lee demonstrated his ability in being critical in discussions on investment-related issues and in giving impartial views on the Company's affairs. Through his extensive experience in venture capital and property investment in the United States, Israel and the People's Republic of China and his active participation in board meetings as well as board committee meetings, Mr Lee has been able to give valuable input and visionary views from a commercial perspective, which the Company considers necessary for maintaining a diversified Board. Taking into account of the foregoing, the Board on the recommendation of the nomination committee believes that notwithstanding his long service with the Company, Mr Lee is able to continue to fulfill his independent role as required and therefore, considers him as independent and that he should be re-elected.

Separate ordinary resolutions will be proposed at the AGM for the re-election of each of the retiring Directors. Details of the above retiring Directors who are proposed to be re-elected are set out in Appendix III to this circular.

Article 98 of the Company's Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged with the Board at the registered office provided that the minimum length of period during which such notices are given shall be at least 7 days and the period for lodgement shall commence no earlier than the day after despatch of the notice of the meeting appointed for such election (inclusive of such day) and end no later than 7 days prior to the date of such general meeting.

Accordingly, any shareholder who wishes to nominate a person to stand for election as a Director at the AGM must have validly lodged with the Company at its registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong for the attention of the Board within the period from Tuesday, 5 August 2025 to Monday, 11 August 2025, both days inclusive, (i) his/her written notice of intention to propose such person for election as a Director; (ii) a notice executed by the nominated person of his/her willingness to be elected; (iii) information of the nominated person as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (iv) the written consent of the nominated person to the publication of his/her personal data.

Upon receipt of a valid nomination, a supplementary circular with the particulars of the nominated person stated therein will be despatched to the shareholders as soon as practicable.

Annual General Meeting

The Notice is set out in Appendix IV to this circular. A form of proxy for use at the AGM and the reporting documents of the Company which accompany this circular are also enclosed. Pursuant to the Listing Rules, the Chairman will, at the AGM, demand a poll in respect of each resolution set out in the Notice. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company pursuant to the Listing Rules.

Recommendation

The Directors believe that the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of such resolutions at the AGM.

Yours faithfully
Associated International Hotels Limited
Cheong Kheng Lim
Chairman

Note: All time and date references contained in this circular refer to Hong Kong times and dates.

The following is the explanatory statement required to be sent to shareholders under the Listing Rules and also constitutes the Memorandum required under Section 239 of the Hong Kong Companies Ordinance in connection with the proposed general mandate for buy-back of shares:

(i) Share Capital

It is proposed that up to 10 per cent of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of the passing of the resolution to approve the general mandate may be bought back. As at 21 July 2025, the latest practicable date of this circular for ascertaining certain information contained herein ("Latest Practicable Date"), the number of shares of the Company in issue was 360,000,000 shares, all of which are fully paid up. On the basis of such figure (and assuming no further shares are issued or bought back after the Latest Practicable Date and up to the date of passing such resolution), the Directors would be authorised to buy back shares of the Company up to a limit of 36,000,000 shares. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares in issue as at the date of passing the resolution are, at any time thereafter, converted into a larger or smaller number of shares.

(ii) Reasons for Buy-backs

The Directors believe that the ability to buy back shares is in the interests of the Company and of shareholders. Such purchases may, depending on the circumstances, lead to an increase in net assets and/or earnings per share and will only be made when the Directors believe that such buy-backs will benefit the Company and its shareholders. The Directors are seeking the grant of a general mandate to buy back shares to give the Company the flexibility to do so if and when appropriate. The number of shares to be bought back on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

(iii) Funding of Buy-backs

It is envisaged that the funds required for any buy-back would be derived from the funds legally available for the purpose in accordance with the Hong Kong Companies Ordinance and the Company's Articles of Association.

(iv) Impact of Buy-backs

The Directors do not propose to exercise the general 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 (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 March 2025). However, in the unlikely event that the general mandate was to be exercised in full at any time during the period of the mandate, there could be such an impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 March 2025).

(v) Directors and their Close Associates

There are no Directors or (to the best of the knowledge of the Directors having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the general mandate is granted by shareholders, to sell shares to the Company.

(vi) Exercise of Buy-back Power

The Directors will exercise the power of the Company to make purchases pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong.

(vii) Takeovers Code

As at the Latest Practicable Date, Tian Teck Land Limited held 180,030,681 shares, representing over 50% (50.01%, rounded to two decimal places) of the issued shares of the

Company. On the basis that no shares are issued or bought back prior to the date of the passing of the resolution to approve the general mandate, in the event that the Directors exercise in full the power to buy back shares pursuant to the general mandate, the interests of Tian Teck Land Limited would increase to 55.57% (rounded to two decimal places) of the issued shares of the Company. The Directors are not aware of any consequences which would arise under the Hong Kong Code on Takeovers and Mergers as a consequence of any purchases pursuant to the general mandate, whether or not the general mandate is exercised in full. The Directors will not effect buy-backs to an extent which would breach the minimum public float requirements under the Listing Rules.

(viii) Buy-backs made by the Company

No purchases have been made by the Company of its shares in the six months prior to the date of this document.

(ix) Core Connected Persons

No core connected persons of the Company (as defined in the Listing Rules) have notified it of a present intention to sell shares in the Company to the Company and no such persons have undertaken not to sell any such shares to the Company in the event that the general mandate is granted by shareholders.

(x) Share Prices

The highest and lowest prices at which shares of the Company traded on the Stock Exchange in each of the previous twelve months and the period from 1 July 2025 to the Latest Practicable Date are as follows:

	Highest Traded Price (HK$)	Lowest Traded Price (HK$)
2024		
July	5.220	5.070
August	5.500	5.200
September	5.450	5.200
October	5.800	5.400
November	5.410	4.800
December	5.300	5.010
2025		
January	5.030	4.940
February	4.970	4.890
March	5.050	4.910
April	5.370	4.880
May	5.180	5.060
June	5.320	5.080
1 July to 21 July (i.e. the Latest Practicable Date)	5.250	5.030

(xi) No Unusual Feature

Neither this explanatory statement nor the proposed share buy-back has any unusual features.

(xii) Treatment of Bought-back Shares

In the event that the Company buys back shares pursuant to the general mandate, it may (i) cancel the bought-back shares and/or (ii) hold such shares in treasury subject to, inter alia, market conditions and the Company's capital management needs at the relevant time of the share buy-back(s).

This Appendix sets out the proposed amendments, as marked up for ease of reference, to the Articles of Association of the Company as follows:

Article 2 – Interpretation

2. The marginal notes hereto shall not affect the construction hereof. In these Articles the words and expressions set out in the first column below shall, if not inconsistent with the subject or context, bear the meanings set opposite to them respectively:

...

"Directors"	means the directors for the time being of the Company;
"Hybrid Meeting"	means a general meeting held and conducted by (i) physical attendance, participation and voting by members and/or proxies at the Principal Meeting Venue and/or where applicable, one or more Meeting Locations and (ii) virtual attendance, participation and voting by members and/or proxies by means of virtual meeting technology;

...

"Listing Rules"	means The Rules Governing the Listing of Securities on the Stock Exchange published by the Stock Exchange as amended from time to time;
"Meeting Location(s)"	has the meaning ascribed to it in Article 57A(a);

...

"paid up"	shall include credited as paid up;
"Physical Meeting"	means a general meeting held and conducted by physical attendance, participation and voting by members and/or proxies at the Principal Meeting Venue and/or where applicable, one or more Meeting Locations;
"Principal Meeting Venue"	has the meaning ascribed to it in Article 53(A);

...

"Stock Exchange"	means The Stock Exchange of Hong Kong Limited;
"the Statutes"	means the Companies Ordinance and every other ordinance from time to time in force concerning companies in so far as the same apply to the Company; ~~and~~

"these Articles"	means these articles of association as originally adopted or as from time to time altered by special resolution~~.~~;
"treasury share(s)"	has the meaning ascribed to it in Article 46E;
"Virtual Meeting"	means a general meeting held and conducted by virtual attendance, participation and voting by members and/or proxies solely by means of virtual meeting technology; and
"virtual meeting technology"	means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.

...

References to a document or notice, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.

References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).

References to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director (including, without limitation, the chairman of such meeting) attending and participating at a meeting by means of electronic facilities and virtual meeting technology shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.

References to a person's participation in the business of a general meeting include, without limitation, and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Ordinance and other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

Article 15(A) – Variation of rights

15. (A) Subject to the Statutes, the special rights attached to any class of shares for the time being forming part of the capital of the Company may be varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders representing at least seventy-five per cent. of the total voting rights of holders of shares in that class (excluding any shares of that class held as treasury shares), or with the sanction of a special resolution passed at a separate meeting of holders of the shares in that class. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or the proceedings thereat shall mutatis mutandis apply, except that the necessary

quorum shall be holder(s) of shares at least holding or representing by proxy at least one third of the total voting rights of holders of shares in that class (excluding any shares of that class held as treasury shares), and that every holder of shares in that class present in person or by proxy shall, on a poll, have one vote in respect of every share in that class held by him and shall be entitled to demand a poll.

Articles 46A to 46E – TREASURY SHARES

Article 46A – Treasury shares

46A. Subject to the Companies Ordinance, shares that have been purchased or redeemed or otherwise acquired by the Company may be held as treasury shares in accordance with the Companies Ordinance. In the event that the Board does not specify that the relevant shares are to be held as treasury shares, such shares shall be cancelled.

Article 46B – No right to dividend or distribution

46B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share.

Article 46C – No voting rights

46C. The Company (and/or its nominee(s)) shall be entered in the Register as the holder of the treasury shares provided that:

(a) the Company (and/or its nominee(s)) shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and

(b) a treasury share shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total voting rights in respect of shares or any class of shares at any given time, whether for the purposes of these Articles or the Companies Ordinance, save that an allotment of shares as fully paid bonus shares in respect of treasury shares is permitted and shares allotted as fully paid bonus shares in respect of treasury shares shall be treated as treasury shares upon such allotment.

Article 46D – Disposal of treasury shares

46D. Subject to the Companies Ordinance and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board.

Article 46E – Meaning of treasury share(s)

46E. In these Articles, "treasury share(s)", in relation to the Company, has the meaning given to it in the Companies Ordinance.

Article 50 – General meetings

50. Other than annual general meetings, all general meetings of members shall be called general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a Physical Meeting in any part of the world; or as a Virtual Meeting; or as a Hybrid Meeting, as may be determined by the Board in its absolute discretion.

Article 53(A) – Content of notice

53. (A) Every notice of a general meeting shall specify:

(a) ~~the place,~~ the date and the time of the meeting;

(b) (i) the physical venue of the meeting and if there is more than one physical venue as determined by the Board pursuant to Article 57A, the principal venue of the meeting ("Principal Meeting Venue") and the other venue or venues of the meeting; or

(ii) details of the virtual meeting technology to be used for holding the meeting; or

(iii) both of (i) and (ii); and

(c) the general nature of the business to be dealt with at the meeting. ~~If the meeting is to be held in two or more places, the notice of meeting shall specify the principal place of the meeting and the other place or places of the meeting.~~

Article 53(C) – Content of notice

53. (C) Every notice of general meeting shall also state with reasonable prominence that a member entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend, speak and vote thereat instead of him and that a proxy need not also be a member.

Article 53(D) – Content of notice

53. (D) Every notice of general meeting shall also state the place where instruments of proxy are to be deposited if the Directors shall have determined such place to be other than at the Office.

Article 53(F) – Notice for Hybrid or Virtual Meeting

53. (F) If the general meeting is to be a Hybrid Meeting or a Virtual Meeting, the notice shall include a statement to that effect and with details of the virtual meeting technology for attendance, participation and voting and where additional details of the virtual meeting technology (if any) will be made available by the Company prior to the meeting, the means of notification.

Article 57 – ~~Meetings at two or more places~~

~~57. The Company may hold a general meeting at two or more places using any technology that enables the members of the Company who are not together at the same place to listen, speak and vote at the meeting.~~

Article 57A – Holding of general meeting at one or more locations or as Hybrid or Virtual Meeting

57A. (a) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such physical venue or venues ("Meeting Location(s)") determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or in a Hybrid Meeting or a Virtual Meeting by means of virtual meeting technology specified in the notice of the meeting or made available by the Company prior to the meeting is deemed to be present at and shall be counted in the quorum of the meeting.

(b) All general meetings are subject to the following:

(i) where a member is attending a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Venue; or in the case of Virtual Meeting, the meeting shall be treated as having commenced when the chairman of the meeting announces that the requisite quorum is present and that the meeting shall commence;

(ii) members present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or members participating in a Hybrid Meeting or a Virtual Meeting by means of virtual meeting technology specified in the notice of the meeting or made available by the Company prior to the meeting shall be counted in the quorum for and entitled to speak and subject to Article 68(C) vote at the meeting in question, and that meeting shall be duly constituted and its proceedings are valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in a Hybrid Meeting or a Virtual Meeting by means of virtual meeting technology are able to participate in the business for which the meeting has been convened and be able to listen, speak (including via any such means that allows a member to communicate with the other members attending the meeting, during the meeting, any information, questions or opinions that the member has) and vote at the meeting;

(iii) where members attend a meeting by being present at one of the Meeting Locations and/or where members participate in a Hybrid Meeting or a Virtual Meeting by means of virtual meeting technology

specified in the notice of the meeting or made available by the Company prior to the meeting, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Venue to participate in the business for which the meeting has been convened or in the case of a Hybrid Meeting or a Virtual Meeting, the inability of one or more members or proxies to access, or continue to access, the virtual meeting technology despite adequate virtual meeting technology having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(iv) if any of the Meeting Locations is outside Hong Kong and/or in the case of a Hybrid Meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Venue.

Article 57B – Other arrangements for attendance, participation and voting at general meeting

57B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Venue, and/or any Meeting Location(s) and/or participation and/or voting in a Hybrid Meeting or a Virtual Meeting by means of electronic facilities and virtual meeting technology (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he shall in its/his absolute discretion consider appropriate, and may from time to time change any such arrangements.

Article 57C – Inadequate facilities, improper or disorderly conduct at general meeting

57C. If it appears to the chairman of a general meeting that:

(a) the electronic facilities at the Principal Meeting Venue or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 57A(a) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

(b) in the case of a Hybrid Meeting or a Virtual Meeting, virtual meeting technology being made available by the Company have become inadequate; or

(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

(d) there is violence or threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, the chairman of the meeting may, without prejudice to any other power which he may have under these Articles or at common law, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid, provided that the chairman of the meeting may specify that only the business conducted at the meeting up to a point in time which is earlier than the time for the adjournment is valid, if in his opinion, to do so would be more appropriate.

Article 57D – Limiting participation in Physical Meeting

57D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to limit participation in a Physical Meeting for the purposes of public health and safety or to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

Article 57E – Other arrangements for general meeting

57E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or venue or by means of virtual meeting technology specified in the notice calling the meeting or made available by the Company prior to the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the venue and/or virtual meeting technology and/or form of the meeting (including, without limitation, a Physical Meeting or a Hybrid Meeting or a Virtual Meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a change or postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a gale warning or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

(a) when (i) a meeting is postponed, or (ii) there is a change in the venue and/or time and/or virtual meeting technology and/or form of the meeting, the Company shall

(1) endeavour to post a notice of such change or postponement on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic change or automatic postponement of such meeting); and (2) subject to and without prejudice to Article 60, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website, the Board shall fix the date, time, venue (if applicable) and virtual meeting technology (if applicable) for the changed or postponed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such changed or postponed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the changed or postponed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and

(b) notice of the business to be transacted at the changed or postponed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the changed or postponed meeting is the same as that set out in the original notice of general meeting circulated to the members.

Article 57F – Maintaining adequate meeting facilities

57F. All persons seeking to attend, participate and vote in a Hybrid Meeting or a Virtual Meeting by means of virtual meeting technology shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 57C, any inability of a person or persons to attend or participate in a general meeting by way of virtual meeting technology shall not invalidate the proceedings of and/or resolutions passed at that meeting.

Article 57G – Presence in person in Physical Meeting

57G. Without prejudice to other provisions in Articles 57A to 57F, a Physical Meeting may also be held by means of such telephone, electronic facilities or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

Article 58 – Adjournment if quorum not present

58. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and (where applicable) such venue(s)~~place~~ and in such form and manner and by such means of virtual meeting technology referred to in Article 53(A) and, if applicable, Article 53(F), or to such other day and at such other time and (where applicable) venue(s)~~place~~ and in such form and manner and by such means of virtual meeting technology referred to in Article 53(A) and, if applicable, Article 53(F) as the Board may determine and no notice of such adjournment need be given and at such adjourned meeting the members present (whether in person or by proxy), not being less than two, shall be a quorum.

Article 60 – Adjournments; Notice of adjournments

60. The chairman of a general meeting may, with the consent of the meeting, and if directed by the meeting shall, adjourn the meeting from time to time or sine die and/or from venue(s)~~place~~ to venue(s)~~place~~ and/or from one form to another (a Physical Meeting or a Virtual Meeting or a Hybrid Meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned sine die, the time and (where applicable) venue(s)~~place~~ and (where applicable) the virtual meeting technology to be used and (where applicable) the form of the meeting for the adjourned meeting shall be fixed by the Board. When a meeting is adjourned for thirty days or more or sine die, notice of the adjourned meeting specifying the details set out in Article 53(A)(a) and (b) and, if applicable, Article 53(F) shall be given in like manner as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Any proxy submitted for the original meeting shall continue to be valid for the adjourned meeting unless revoked or replaced by a new proxy.

Article 61 – Method of voting; Recording of resolutions

61. Every question submitted to a general meeting shall be determined, save that in the case of a Physical Meeting in the first instance by a show of hands of the members present in person~~, unless a poll~~ unless otherwise required or demanded in accordance with the manner provided in this Article, by way of a poll if it is (a) required under the Listing Rules (in which event voting shall be by way of poll and no demand therefor shall be required) or (b) demanded (before or upon the declaration of the result of the show of hands) by the chairman of the meeting or by:

(i) not less than three members present in person or by proxy having the right to vote at the meeting; or

(ii) a member or members present in person or by proxy representing not less than five per cent. of the total voting rights of all the members having the right to vote at the meeting (excluding any voting rights attached to any shares held as treasury shares).

Unless a poll is required or duly demanded in accordance with the foregoing provisions a declaration by the chairman of the meeting that a resolution has been carried or lost or has or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number, proportion or validity of the votes recorded in favour of or against such resolution.

Article 68(A) – Voting rights

68. (A) Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles and the Statutes, in the case of a Physical Meeting on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is represented by proxy or in accordance with the Statutes shall have one vote and on a poll every member present in person or by proxy shall have one vote for every share held by him.

Article 71 – Members of unsound mind

71. A member in respect of whom an order has been made by any court (whether in Hong Kong or elsewhere) having jurisdiction in matters concerning mental disorder, may vote, whether in the case of a Physical Meeting on a show of hands or on a poll by his committee, receiver, curator bonis, or other person in the like nature appointed by such court, who may themselves vote in the case of a Physical Meeting on a show of hands or on a poll by proxy provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

Article 124(1) – Power to make scrip issues

124. (1) In respect of any dividend declared or sanctioned by the Board or proposed to be declared or sanctioned by the Company in general meeting the Board may determine and announce, prior to or contemporaneously with the declaration or sanction of the dividend in question (and provided that adequate undistributed profits or reserves are available for the purpose):

(i) that members will be entitled to elect to receive in lieu of such dividend (or such part thereof as the Board may think fit) an allotment of shares and/or a transfer of treasury shares credited as fully paid. In any such case the following provisions shall apply:

(a) the basis of allotment and/or transfer shall be determined by the Board;

(b) the Board, after determining the basis of allotment and/or transfer, shall give notice in writing to the members of the right of election accorded to them and of the record date related thereto and shall send with or following such notice forms of election specifying the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

(c) the right of election accorded to members as aforesaid may be exercised in whole or in part; and

(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect of which the share election has been duly exercised ("the elected shares") and in lieu thereof additional shares shall be allotted and/or treasury shares shall be transferred credited as fully paid to the holders of the elected shares on the basis of allotment and/or transfer determined as aforesaid and for such purpose the Board shall capitalise and apply out of any sum standing to the credit of any of the Company's reserve accounts or to the credit of the statement of comprehensive income or any sum otherwise available for distribution and not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further

participation in profits as the Board may determine a sum equal to the aggregate value of shares to be allotted and/or treasury shares to be transferred on such basis and apply the same in paying up in full the appropriate number of shares to be allotted and/or paying for the consideration of treasury shares to be transferred and distribution to and amongst the holders of the elected shares on such basis; or

(ii) that members will receive in lieu of such dividend (or such part thereof as the Board may think fit) an allotment of shares and/or a transfer of treasury shares credited as fully paid provided that members are at the same time accorded the right to elect to receive such dividend (or part thereof as the case may be) in cash in lieu of such allotment and/or transfer. In any such case, the following provisions shall apply:

(a) the provisions set out in sub-paragraphs (a), (b) and (c) of paragraph (i) above;

(b) such dividend (or the relevant part thereof as aforesaid) shall not be payable on shares in respect of which the cash election has not been duly exercised ("the non-elected shares") and in lieu thereof shares shall be allotted and/or treasury shares shall be transferred credited as fully paid to the holders of the non-elected shares on the basis of allotment and/or transfer determined as aforesaid and for such purpose the Board shall capitalise and apply out of any sum standing to the credit of any of the Company's reserve accounts or to the credit of the statement of comprehensive income or any sum otherwise available for distribution and not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits as the Board may determine a sum equal to the aggregate value of shares to be allotted and/or treasury shares to be transferred on such basis and apply the same in paying up in full the appropriate number of shares to be allotted and/or paying for the consideration of treasury shares to be transferred and distribution to and amongst the holders of the non-elected shares on such basis.

Article 124(2) – Shares allotted and/or treasury shares transferred to rank pari passu

124. (2) The shares allotted and/or treasury shares transferred pursuant to the provisions of paragraph (1) above shall rank pari passu in all respects with the fully paid shares then in issue save only as regards participation in the relevant dividend (or share or cash election in lieu).

Article 124(3) – Power to make scrip issues

124. (3) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) above, with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated

and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into, on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.

Article 124(4) – Power to make scrip issues

124. (4) The Board may on any occasion determine that rights of election under paragraph (1) (i) of this Article and the allotment of shares and/or transfer of treasury shares under paragraph (1) (ii) of this Article shall not be made available or made to any members with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares and/or transfer of treasury shares would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.

Article 133 – Power to capitalise

133. The Company may by ordinary resolution upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the statement of comprehensive income or otherwise available for distribution and not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits and that the Board be accordingly authorised and directed to appropriate the profits or sum so resolved to be capitalised as capital to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applied or been applicable in paying dividends on the shares held by them on such date as shall be fixed by or in accordance with such resolution, and to apply such profits or sum on their behalf, either in or towards (a) paying up the amounts, if any, for the time being unpaid on any shares or debentures held by such members respectively, and/or (b) ~~in the~~ paying up in full of shares or debentures of the Company, such shares or debentures to be allotted and distributed, and/or (c) paying for the transfer of treasury shares as permitted under the Companies Ordinance and the Listing Rules, credited as fully paid up, to and among such members in the proportion aforesaid, or partly in one way and partly in the other.

Article 134 – Procedure on capitalisation

134. Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits or sum resolved to be capitalised thereby, and all allotments and/or transfers and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment and/or transfer to them respectively, credited as fully paid up, of any shares to which they may be entitled as the result of such capitalisation, and any agreement made under such authority shall be effective and binding upon all such members.

Ms Cheong Chong Ling (also known as Cheong Chong Ling Diamond), aged 54, is an executive director, a member of nomination committee and an authorised representative of the Company and its listed parent company, Tian Teck Land Limited ("TTLL"). She was appointed as an assistant to directors of the Company in 1997 and has been a director of the Company since 2007. She is also the chief administration officer of the Company. Pursuant to her service contract, there is no specific term of appointment of Ms Cheong as the chief administration officer except that such appointment can be terminated by either party serving on the other not less than 3 months' notice in writing. Her directorship is without a fixed term, which can be terminated by no less than 3 months' written notice served by either party on the other, and shall be subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. Ms Cheong holds a degree of Bachelor of Science from the School of Hotel Administration at Cornell University in the United States.

Ms Cheong is the daughter of Mr Cheong Kheng Lim (a substantial shareholder (as defined in the Securities and Futures Ordinance ("SFO")) of the Company and TTLL), the sister of Mr Cheong Tiong Ham and the niece of Messrs Cheong Keng Hooi (a substantial shareholder of TTLL) and Cheong Sim Lam, who are directors of the Company and TTLL. She is also the cousin of Mr Cheong Chin Hong Rodney, who is a director of the Company.

As at 21 July 2025, being the latest practicable date for ascertaining certain information contained herein ("Latest Practicable Date"), Ms Cheong had an interest in 1,588,000 shares in the Company and an interest in 412,000 shares in TTLL within the meaning of Part XV of the SFO.

The director's fee of Ms Cheong is HK$50,000 per annum. For the year ended 31 March 2025, she also received other emoluments from the Company totalling a further HK$1,897,000, of which, her basic salary of HK$720,000, discretionary bonus of HK$120,000 and other emoluments in a value of HK$372,000 (principally housing-related expenses) were covered by her service contract as the chief administration officer of the Company. Under the said service contract, Ms Cheong was also provided with a residential property with an estimated annual rental value of HK$1,281,000 as quarters for her and her family. Ms Cheong's emoluments are determined by the remuneration committee under the delegation of the Board with reference to the Company's results, her work-load and market conditions. For the year ended 31 March 2025, Ms Cheong's fee as a director of TTLL was HK$50,000.

Save as disclosed above, there are no matters concerning Ms Cheong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr Cheong Tiong Ham (also known as Benz Cheong Tiong Ham), aged 51, is an executive director of the Company and its listed parent company, TTLL. He joined the Company as leasing manager in 2003 and has been the Head of Leasing and Marketing Department of the Company since 2009 and a director of the Company since 2023. He is also the chief operation officer of the Company. Pursuant to his service contract, there is no specific term of appointment of Mr Cheong as the chief operation officer except that such appointment can be terminated by either party serving on the other not less than 3 months' notice in writing. His directorship is without a fixed term, which can be terminated by no less than 3 months' written notice served by either party on the other, and shall be subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. Mr Cheong holds a degree of Bachelor of Science in Business Administration from Boston University in the United States and a degree of Master of Applied Finance from the University of Melbourne in Australia.

Mr Cheong is the son of Mr Cheong Kheng Lim (a substantial shareholder of the Company and TTLL), the brother of Ms Cheong Chong Ling and the nephew of Messrs Cheong Keng Hooi (a substantial shareholder of TTLL) and Cheong Sim Lam, who are directors of the Company and TTLL. He is also the cousin of Mr Cheong Chin Hong Rodney, who is a director of the Company.

As at the Latest Practicable Date, Mr Cheong had an interest in 1,076,009 shares in the Company within the meaning of Part XV of the SFO, of which 1,068,000 shares were held by him and 8,009 shares were held by his spouse, Ms Lim Chien Peng. As at the Latest Practicable Date, he also had an interest in 270,000 shares in TTLL.

The director's fee of Mr Cheong is HK$50,000 per annum. For the year ended 31 March 2025, he also received other emoluments from the Company totalling a further HK$2,560,000, of which, his basic salary of HK$720,000, discretionary bonus of HK$120,000 and other emoluments in a value of HK$851,000 (principally education allowance for his children) were covered by his service contract as the chief operation officer of the Company. Mr Cheong's emoluments are determined by the remuneration committee under the delegation of the Board with reference to the Company's results, his work-load and market conditions. For the year ended 31 March 2025, Mr Cheong's fee as a director of TTLL was HK$50,000.

Save as disclosed above, there are no matters concerning Mr Cheong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr Lee Chung, aged 51, is an independent non-executive director and a member of the audit, remuneration and nomination committees of the Company. He has been a director of the Company since 2004. His current term of directorship with the Company is from the conclusion of the 2024 annual general meeting to the conclusion of the 2025 annual general meeting, subject to retirement by rotation and re-election pursuant to the Company's Articles of Association and the serving of not less than 3 months' notice in writing by either party on the other for termination of such appointment. In the event that Mr Lee is re-elected as a director, the proposed length of appointment will be from the conclusion of the 2025 annual general meeting to the conclusion of the 2026 annual general meeting, which may be further renewed by agreement between Mr Lee and the Company, and his director's fee will be HK$170,000 per annum.

Mr Lee holds a degree of Bachelor of Science in Engineering from Colorado School of Mines in the United States and a MBA degree from the University of Warwick in the United Kingdom. He has extensive experience in venture capital and property investment in the United States, Israel and the People's Republic of China.

Mr Lee does not have a service contract with the Company and has no relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, save as disclosed herein. As at the Latest Practicable Date, Mr Lee did not have an interest in any shares in the Company within the meaning of Part XV of the SFO. Mr Lee's director's fee for the year ended 31 March 2025 was HK$170,000. Such fee was fixed by the Board on the recommendation of the remuneration committee with reference to the Company's results, his work-load and fees paid to independent non-executive directors by other listed public companies.

Save as disclosed above, there are no matters concerning Mr Lee that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Note: All dollar amounts in this Appendix III are rounded to the nearest thousand.

凱聯國際酒店有限公司
Associated International Hotels Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 105)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Associated International Hotels Limited ("Company") will be held at CHOI FOOK ROYAL BANQUET, 26TH FLOOR, iSQUARE, 63 NATHAN ROAD, TSIM SHA TSUI, KOWLOON, HONG KONG on Friday, 5 September 2025 at 11:00 a.m. ("AGM") for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the Reports of the directors of the Company ("Directors") and the Auditor for the year ended 31 March 2025.

2. To consider and declare a final dividend of HK$0.19 per share for the year ended 31 March 2025.

3.(1) To re-elect Ms Cheong Chong Ling as Director.

(2) To re-elect Mr Cheong Tiong Ham as Director.

(3) To re-elect Mr Lee Chung as Director.

4. To re-appoint KPMG as Auditor of the Company to hold office from the conclusion of this Meeting until conclusion of the next annual general meeting and to authorise the Directors to fix its remuneration.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, with or without modifications, the following resolutions as Ordinary Resolutions:

5. To authorise the Directors to fix the Directors' remuneration.

6.(1) THAT:

(a) subject to paragraph (c), pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("Hong Kong Companies Ordinance"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and dispose of additional shares in the Company (including the sale or transfer of treasury shares) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (including the sale or transfer of treasury shares) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as defined below), shall not exceed the aggregate of (aa) 10 per cent of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of passing this Resolution and (bb) (if the Directors are so authorised by a separate ordinary resolution of the Company) the total number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of passing the relevant ordinary resolution) and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Hong Kong Companies Ordinance to be held; and

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

'Rights Issue' means an offer of shares, or offer or issue of warrants or options to subscribe for shares, open for a period fixed by the Company or the Directors to holders of shares of the Company, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong including without limitation disposal of shares which, by reason of such exclusions or arrangements, are not allotted to the shareholders of the Company who would otherwise have been entitled thereto); and

'shares' shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

(2) THAT:

(a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase ordinary shares in the Company be and is hereby generally and unconditionally approved;

(b) the maximum number of ordinary shares in the Company which may be purchased on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

'shares' shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

(3) THAT the Directors be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 6(1) in the notice of this Meeting in respect of the shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

SPECIAL RESOLUTION

To consider and, if thought fit, pass, with or without modifications, the following resolution as a Special Resolution:

7. THAT the Articles of Association of the Company be amended to reflect the proposed amendments as set out in Appendix II to the circular of the Company dated 25 July 2025 and any ancillary or related adjustments or amendments approved by the Directors be and are hereby approved, and that any one of the Directors be and is hereby authorised to do all things necessary for the aforesaid purposes.

By Order of the Board
Associated International Hotels Limited
Ng Sau Fong
Company Secretary

Hong Kong, 25 July 2025

NOTES:

1. *Any member entitled to attend, speak and vote is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not also be a member. Forms of proxy, to be valid, must be lodged with the Company's registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong or the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for the taking of the poll.*

2. *Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting should a shareholder so wish, and in such case, the form of proxy submitted shall be deemed to be revoked.*

3. *Concerning item 6(1) above, approval is being sought from members of the Company for a general mandate to authorise allotment of shares under Section 141 of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). The Directors have no present intention to issue any new shares of the Company pursuant to such approval.*

4. *Concerning item 6(2) above, approval is also being sought for a general mandate to purchase shares in the Company. The explanatory statement containing information as required by the Listing Rules is set out in Appendix I to the circular. The Directors have no present intention to effect such purchase.*

5. *For the purpose of determining shareholders' eligibility to attend, speak and vote at the AGM, the register of members of the Company will be closed from Friday, 29 August 2025 to Friday, 5 September 2025, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 28 August 2025. The record date for the aforesaid purpose is Friday, 5 September 2025.*

Subject to shareholders' approval on the proposed final dividend at the AGM, the register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to receive the said final dividend from Thursday, 18 September 2025 to Monday, 22 September 2025, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited (whose address is shown in the immediately preceding paragraph) not later than 4:30 p.m. on Wednesday, 17 September 2025. The proposed final dividend will be paid on Wednesday, 8 October 2025 to shareholders whose names appear on the register of members of the Company on Monday, 22 September 2025, the record date for determining members' entitlement to the proposed final dividend, following approval at the AGM.

6. *If a typhoon signal no. 8 or above or a black rainstorm signal or "extreme conditions" resulting from a typhoon or a rainstorm as announced by the HKSAR Government is in force at any time after 8:00 a.m. on the day of the AGM, the said Meeting will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and of the Company (http://aihl.etnet.com.hk/eng/ca_calendar.php) to notify shareholders of the Company in respect of details of the rescheduled meeting.*

7. *All time and date references contained in this notice refer to Hong Kong times and dates.*

8. *The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.*