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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)

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

As at the date of this notice, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam, Ms Cheong Chong Ling, Mr Cheong Tiong Ham and Mr Cheong Chin Hong Rodney are executive directors, and Mr Chow Wan Hoi, Paul, Mr Wong Yiu Tak and Mr Lee Chung are independent non-executive directors.

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. 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. A circular in respect of this matter has been sent to members. 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.*