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SINO HOTELS (HOLDINGS) LIMITED

(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 1221)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("Annual General Meeting") of the shareholders of **Sino Hotels (Holdings) Limited** ("Company") will be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, the 22nd day of October, 2025 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, for the following purposes:

1. To receive, consider and adopt the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2025.

2. To declare a final dividend.

3. To re-elect retiring Directors and to authorise the Board to fix the Directors' remuneration for the financial year ending 30th June, 2026.

4. To re-appoint KPMG as Auditor for the ensuing year and to authorise the Board to fix their remuneration.

5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

(i) "**THAT**:

(a) subject to paragraph (i)(b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares to be bought back pursuant to the approval in paragraph (i)(a) above shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares (as defined in the Listing Rules) ("Treasury Shares")) as at the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

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

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

(3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

(ii) "**THAT**:

(a) a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company, to allot, issue or grant securities of the Company, including bonds, debentures and notes convertible into shares of the Company and to make or grant offers or agreements which would or might require the exercise of such powers either during or after the Relevant Period, provided that these powers of the Directors and this general mandate are in respect of and in addition to any shares which may be issued on the exercise of the subscription rights under the Company's securities or pursuant to any scrip dividend scheme or pursuant to a rights issue or pursuant to any rights of conversion under any existing convertible bonds, debentures or notes of the Company, and provided further that these powers of the Directors and this general mandate shall be subject to the restrictions that the aggregate number of shares allotted or agreed to be allotted or issued pursuant thereto, whether by way of conversion or otherwise, shall not exceed 20% of the total number of shares of the Company in issue (excluding any Treasury Shares) as at the date of passing this resolution; and

(b) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

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

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

(3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

Any reference to an allotment, issue, grant, offer or dealing of shares of the Company shall include the sale or transfer of Treasury Shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any securities of the Company, including bonds, debentures and notes convertible into shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

(iii) "**THAT** conditional upon the resolutions (i) and (ii) above being passed, the aggregate number of shares which are bought back by the Company under the authority granted pursuant to resolution (i) above (up to a maximum of 10% of the total number of shares of the Company in issue (excluding any Treasury Shares) as at the date of this resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution (ii) above."

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

Special Resolution

"**THAT** the Company's amended and restated memorandum and articles of association, a copy of which has been produced to the meeting marked "A" and signed by the Chairman of the Annual General Meeting for the purpose of identification, be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect upon the conclusion of the Annual General Meeting and **THAT** any Director or the company secretary of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to this special resolution."

By Order of the Board
Fanny Cheng Siu King
Company Secretary

Hong Kong, 26th September, 2025

Notes:

(a) At the Annual General Meeting, the Chairman of the Annual General Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder.

(b) Any shareholder entitled to attend and vote at the above Meeting may appoint (i) if such shareholder is a person referred to in Article 95(b) of the amended and restated articles of association of the Company, any number of proxies; and (ii) for all other shareholders, up to two proxies to exercise all or any of his/her rights to attend and vote instead of him/her, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. A proxy need not be a shareholder of the Company.

(c) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be lodged at the Company's Principal Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting.

(d) The register of members of the Company will be closed from Friday, 17th October, 2025 to Wednesday, 22nd October, 2025, both dates inclusive, during which period no transfer of shares will be effected. The record date for determining shareholders' entitlement to attend and vote at the Annual General Meeting is Wednesday, 22nd October, 2025. In order to be eligible to attend and vote at the Annual General Meeting, shareholders must lodge all transfer documents accompanied by the relevant share certificates ("Share Transfer Documents") for registration not later than 4:30 p.m. on Thursday, 16th October, 2025.

(e) The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The register of members of the Company will be closed from Tuesday, 28th October, 2025 to Thursday, 30th October, 2025, both dates inclusive, during which period no transfer of shares will be effected. The record date for determining shareholders' entitlement to the proposed final dividend is at the close of business on Thursday, 30th October, 2025. In order to qualify for the proposed final dividend, shareholders must lodge the Share Transfer Documents for registration not later than 4:30 p.m. on Monday, 27th October, 2025.

(f) The Share Transfer Documents shall be lodged for registration with the Company's Principal Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(g) Regarding the re-election of the Directors of the Company under item 3, separate ordinary resolutions will be considered and, if thought fit, passed at the Annual General Meeting to:
(i) re-elect Mr. Daryl Ng Win Kong as Director of the Company.
(ii) re-elect Mr. Hung Wai Man as Director of the Company.
(iii) re-elect The Honourable Rock Chen Chung-nin as Director of the Company.

(h) If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" as announced by the Hong Kong Government, or a black rainstorm warning signal is in force in Hong Kong at 6:30 a.m. or any time after 6:30 a.m. on the day of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sino.com to notify shareholders of the date, time and place of the postponed meeting.

The Annual General Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situations.

As at the date hereof, the Executive Director of the Company is Mr. Daryl Ng Win Kong, the Non-Executive Directors are The Honourable Ronald Joseph Arculli, Mr. Gilbert Lui Wing Kwong and Ms. Nikki Ng Mien Hua, and the Independent Non-Executive Directors are Mr. Wong Cho Bau, Mr. Hung Wai Man and The Honourable Rock Chen Chung-nin.