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If you have sold or otherwise transferred all your shares in **Sino Hotels (Holdings) Limited**, you should at once hand this circular to the purchaser 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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SINO HOTELS (HOLDINGS) LIMITED

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

(Stock Code: 1221)

Proposals for

General Mandates to Buy Back Shares and to Issue Shares,

Re-election of Directors and

Re-appointment of Auditor

and

Notice of Annual General Meeting

The notice convening the annual general meeting (“Annual General Meeting”) of Sino Hotels (Holdings) Limited (“Company”) to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 27th October, 2026 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, is set out on pages 12 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof should you so wish.

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LETTER FROM THE CHAIRMAN



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

(Stock Code: 1221)

Executive Director:

Daryl NG Win Kong, SBS, JP (*Chairman*)

Non-Executive Directors:

Ronald Joseph ARCULLI, GBM, CVO, GBS, OBE, JP

Gilbert LUI Wing Kwong

Nikki NG Mien Hua

Principal Office:

12th Floor
Tsim Sha Tsui Centre
Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

Independent Non-Executive Directors:

WONG Cho Bau, JP

HUNG Wai Man, JP

Rock CHEN Chung-nin, NPC Deputy, SBS, BBS, JP

2nd October, 2026

To the shareholders

Dear Sir or Madam,

Proposals for

General Mandates to Buy Back Shares and to Issue Shares,

Re-election of Directors and

Re-appointment of Auditor

and

Notice of Annual General Meeting

1. Introduction

At the last annual general meeting of the Company held on 22nd October, 2025, general mandates were given to the Directors to exercise the powers of the Company to buy back shares and to issue shares of the Company. Under the terms of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), these general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 27th October, 2026 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, unless renewed at that meeting.

The purpose of this circular is to provide you with information regarding the proposed general mandates to buy back shares and to issue shares, the proposed re-election of Directors and the proposed re-appointment of Auditor.

LETTER FROM THE CHAIRMAN

2. General Mandate to Buy Back Shares

An ordinary resolution will be proposed at the Annual General Meeting to approve a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution, shares of the Company (“Shares”) up to a maximum of 10% of the issued Shares at the date of the resolution (excluding any treasury shares (as defined in the Listing Rules) (“Treasury Shares”)) (“Share Buy-back Mandate”).

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix I hereto.

3. General Mandate to Issue Shares

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general and unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the issued Shares (excluding any Treasury Shares) at the date of the resolution until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution (“Share Issue Mandate”) and adding to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate.

4. Re-election of Directors

In accordance with Article 115 of the amended and restated articles of association of the Company (the “Articles of Association”) and pursuant to paragraph B.2.2 of Part 2 of Appendix C1 to the Listing Rules, The Honourable Ronald Joseph ARCULLI and Ms. Nikki NG Mien Hua will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

The Nomination Committee has reviewed the structure, size and composition of the Board of Directors and recommended the re-appointment of each of the retiring directors who will offer for re-election at the Annual General Meeting.

There is no director’s service contract between the Company and each of the Non-Executive Directors, The Honourable Ronald Joseph ARCULLI and Ms. Nikki NG Mien Hua. However, there is a letter of appointment for each of The Honourable Ronald ARCULLI and Ms. NG pursuant to which each of their terms of office is 3 years, subject to re-appointment, and retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

The emoluments of the Directors are determined with reference to their duties, responsibilities and performance and the results of the Group and are endorsed by the Remuneration Committee. The directors’ fees are fixed by the Board of Directors pursuant to the authority granted by the shareholders at annual general meetings. The amount of emoluments paid or payable for the year ended 30th June, 2026 to each of the Directors who stands for re-election at the Annual General Meeting are set out in Note 11 to the Consolidated Financial Statements on pages 135 and 136 in the Company’s 2026 Annual Report.

LETTER FROM THE CHAIRMAN

Other biographical details of the Directors who stand for re-election at the Annual General Meeting, as required by Rule 13.51(2) of the Listing Rules as at 22nd September, 2026 (the latest practicable date prior to the printing of this circular) (“Latest Practicable Date”), are set out below to enable the shareholders to make informed decision on their re-election.

The Honourable Ronald Joseph ARCULLI, GBM, CVO, GBS, OBE, JP, aged 87, has been a Director of the Company since 1994 and was re-designated from an Independent Non-Executive Director to a Non-Executive Director in July 2005. The Honourable Ronald ARCULLI through Ronald Arculli and Associates provides consultancy services to the Company. He is also a Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. The Honourable Ronald ARCULLI was an Independent Non-Executive Director of Hong Kong Exchanges and Clearing Limited from 2006 to April 2013, for which he was also a former Independent Non-Executive Chairman from 2006 to April 2012. He has a long and distinguished record of public service on numerous government committees and advisory bodies. He was the Chairman of The Hong Kong Jockey Club from 2002 to August 2006. He is a practising solicitor and has served on the Legislative Council from 1988 to 2000. He was a Non-Official Member of the Executive Council of the HKSAR Government from November 2005 to June 2012, for which he also acted as Convenor of the Non-Official Members since December 2011. He chairs the Honorary Advisory Committee of SVHK Foundation Limited. He is also a Non-Executive Director of Asia Art Archive Limited. The Honourable Ronald ARCULLI is a Non-Executive Director of HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited (all are listed on The Stock Exchange of Hong Kong Limited except HK Electric Investments Manager Limited).

Save as disclosed herein, The Honourable Ronald ARCULLI did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. The Honourable Ronald ARCULLI has a personal interest in 286,123 Shares within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of The Honourable Ronald ARCULLI that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

LETTER FROM THE CHAIRMAN

Ms. Nikki NG Mien Hua, aged 46, has been a Non-Executive Director since August 2023. She is also a Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. Ms. NG is a member of the Company's Environmental, Social and Governance Steering Committee and Director of Philanthropy. She holds a Bachelor of Arts degree from Yale University and a Master of Arts degree from the School of Oriental and African Studies, the University of London. She is a member of the 12th, 13th and 14th Shanghai Committee of the Chinese People's Political Consultative Conference. She is a Vice Chairman of the General Committee of the Hong Kong General Chamber of Commerce. She is a non-official member of The Commission on Targeted Poverty Alleviation and a member of its Community Care Fund Task Force, a member of the Personal Data (Privacy) Advisory Committee, a member of the Hong Kong Tourism Board and a member of the Pilot Innovation and Technology Accelerator Scheme Assessment Panel of Innovation and Technology Commission. She is also a member of The Hospital Governing Committee, the Finance Sub-Committee and the Hospital Governing Committee Task Group on Enhancing Patient-Centric Services of Kai Tak Hospital and The Queen Elizabeth Hospital, a trustee of Kai Tak Hospital and The Queen Elizabeth Hospital Charitable Trust, Advisor of the Institute of Mental Health, Castle Peak Hospital, a member of the Board of Mind Mental Health Hong Kong Limited and an honorary advisor of The Hong Kong Mental Wellness Association. She also serves as a trustee of YK Pao Education Foundation, a director of Tai Kwun Culture and Arts Company Limited, and a board member of The Community Chest of Hong Kong. Ms. NG is a granddaughter of the late substantial shareholder of the Company Mr. NG Teng Fong, daughter of Mr. Robert NG Chee Siong and niece of Mr. Philip NG Chee Tat, the co-executors of the estate of the late Mr. NG Teng Fong, and sister of the Chairman of the Group Mr. Daryl NG Win Kong.

Save as disclosed herein, Ms. NG did not hold any other directorships in any other public listed companies in the last 3 years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Ms. NG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance. There are no other matters relating to the re-election of Ms. NG that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise that will continue to bring contribution to the Board.

LETTER FROM THE CHAIRMAN

5. Re-appointment of Auditor

KPMG will retire as Auditor of the Company at the Annual General Meeting and, being eligible, will offer themselves for re-appointment. On the recommendation of the Audit Committee, the Board proposes that KPMG be re-appointed as Auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company. The Board also proposes that it be authorised to determine the remuneration of the Auditor.

The estimated audit fee agreed with KPMG for the audit services relating to the year ending 30th June, 2027 will be within the range of HK\$398,000 to HK\$426,000. The estimated audit fee has been determined after due consideration of the nature, size and complexity of the Group's business, the expected audit scope and timetable, and the level of auditors' resources required. The estimate has been prepared on the assumptions that there will be no material change in the Group's operations, business plan, financial reporting requirements or audit scope for that financial year.

The Board considers that the estimated audit fee is fair and reasonable, having regard to the facts and circumstances known at the date of this circular. Unless there is a material change in the basis of determination or the assumptions set out above, the final audit fee determined after the Annual General Meeting is not expected to deviate materially from the estimated range disclosed above.

In recommending the re-appointment of KPMG, the Audit Committee considered, among other matters, KPMG's independence and objectivity, professional competence, experience and knowledge of the Group's business and operations, the quality of its audit work and the adequacy of the resources available to conduct the audit. Having considered the recommendation of the Audit Committee, the Board is satisfied that the re-appointment of KPMG would support the continued provision of an effective and high-quality external audit and is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE CHAIRMAN

6. Annual General Meeting

The notice convening the Annual General Meeting is set out on pages 12 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted 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. Detailed procedures for conducting a poll are set out in Appendix II of this circular.

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 of the results of the voting by poll at the Annual General Meeting on the same day after the Annual General Meeting.

7. Recommendation

The Directors consider that the Share Buy-back Mandate, the Share Issue Mandate, the re-election of Directors and the re-appointment of Auditor are in the best interests of the Company and its shareholders and recommend the shareholders to vote in favour of the respective resolutions.

Yours faithfully,
Daryl NG Win Kong
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate.

1. Listing Rules

The Listing Rules permit companies whose primary listing are on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) to buy back their securities on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders’ Approval

The Listing Rules provide that all on-market buy-backs of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

(b) Source of Funds

Buy-backs must be made out of funds which are legally available for the purpose and in accordance with the company’s constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

2. Issued Shares

As at the Latest Practicable Date, the issued Shares comprised 1,198,009,674 Shares. On the basis of such figure and assuming that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 119,800,967 Shares, representing 10% of the issued Shares (excluding any Treasury Shares).

If the Company purchases any Shares pursuant to the Share Buy-back Mandate, the Company will either cancel the repurchased Shares and/or hold such Shares in treasury, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Share Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any Treasury Shares are deposited with the Central Clearing and Settlement System (“CCASS”) pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

3. Reasons for Buy-backs

The Directors believe that the flexibility afforded by the Share Buy-back Mandate would be beneficial to the Company and its shareholders. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and its shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share. It will then be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company.

4. Funding of Buy-backs

Any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with the Articles of Association and the applicable laws in the Cayman Islands, which include distributable profits of the Company or the proceeds of a fresh issue of Shares made for such purpose.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 30th June, 2026 in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back 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 which in the opinion of the Directors shall from time to time be appropriate for the Company.

5. General

Neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

The Directors will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules and all the applicable laws both of Hong Kong and the Cayman Islands.

Neither the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to request the Company to repurchase any of their respective Shares under the Share Buy-back Mandate if such is approved by the shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to request the Company to repurchase any of their respective Shares, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the shareholders.

6. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2025		
September	1.500	1.370
October	1.600	1.360
November	1.510	1.410
December	1.550	1.410
2026		
January	1.550	1.450
February	1.900	1.500
March	1.880	1.600
April	1.700	1.600
May	1.880	1.600
June	1.760	1.540
July	1.540	1.480
August	1.720	1.490
1st September – 22nd September	1.560	1.485

7. Effect of the Takeovers Code

If on the exercise of the power to buy back shares pursuant to the Share Buy-back Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs ("Takeovers Code"). As a result, a shareholder or a group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, approximately 48.48% of the issued Shares was held by controlling shareholders and, assuming full exercise of the Share Buy-back Mandate given to the Directors, approximately 53.87% will be held by such shareholders. According to the Takeovers Code, if the Directors exercise the power to buy back the Shares under the Share Buy-back Mandate to the extent that the percentage change of the controlling shareholders' voting rights in the Company will be more than 2% from the lowest percentage holding in the 12-month period, there will be an obligation under Rules 26 and 32 of the Takeovers Code to make a mandatory offer. The Directors have no present intention to exercise the buy-back of Shares to an extent that will result in any takeovers obligations. Save as aforesaid, the Directors are not aware of any consequences which will arise under Rules 26 and 32 of the Takeovers Code or such that the public float of the Company's shares will be reduced to less than 25% as a result of any purchases made under the Share Buy-back Mandate.

8. Share Buy-backs made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The Chairman of the Meeting will put all resolutions set out in the notice of the Annual General Meeting to be voted by way of a poll pursuant to Article 79 of the Articles of Association.

On a poll, pursuant to Article 84 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting from time to time attaching to any class or classes of Shares, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she is the holder.

A shareholder present in person or by proxy or by authorised representative who is entitled to more than one vote does not have to use all his/her votes (i.e. he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution). It is believed that in most situations, shareholders (other than nominee companies) usually cast all their votes either in favour of a resolution or against a resolution.

The poll voting slip will be distributed to shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether they support that resolution. For shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed their entitled votes, or otherwise, the voting slip will be spoiled and the shareholders’ vote will not be counted.

After closing the poll, the Company’s Principal Registrar, Tricor Investor Services Limited, will scrutinise the votes counting and the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company’s website at www.sino.com on the same day after the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING



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

(Stock Code: 1221)

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 Tuesday, the 27th day of October, 2026 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, 2026.
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, 2027.
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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

By Order of the Board
Fanny Cheng Siu King
Company Secretary

Hong Kong, 2nd October, 2026

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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 Thursday, 22nd October, 2026 to Tuesday, 27th October, 2026, 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 Tuesday, 27th October, 2026. 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 Wednesday, 21st October, 2026.
- (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 Monday, 2nd November, 2026 to Tuesday, 3rd November, 2026, 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 Tuesday, 3rd November, 2026. 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 Friday, 30th October, 2026.
- (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 The Honourable Ronald Joseph Arculli as Director of the Company.
 - (ii) re-elect Ms. Nikki Ng Mien Hua 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.

This circular (in both English and Chinese versions) has been published on the Company's website at www.sino.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

Shareholders who wish to receive the Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) from the Company in printed form, please follow the instructions set out in the "Arrangement for Dissemination of Corporate Communications" under the "Investor Relations" section of the Company's website, to complete the relevant Request Form and return the completed form to the Company's Principal Registrar, Tricor Investor Services Limited.

Any such request from shareholders will be valid unless being revoked or superseded or until the time when the Company publishes its next annual report in the following year (whichever is earlier). Shareholders wishing to continue to receive Corporate Communications in printed form after expiry of the original request must complete and return a fresh Request Form.

Shareholders who have chosen printed form may at any time choose to change their choice of language of all future Corporate Communications from the Company by giving notice in writing by post to the Company's Principal Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by email at sinohotels1221-ecom@vistra.com.