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# LANGHAM

HOSPITALITY INVESTMENTS

## **Langham Hospitality Investments**

*(As constituted pursuant to a deed of trust on 8 May 2013 under the laws of Hong Kong, the trustee of which is LHIL Manager Limited)*

and

## **Langham Hospitality Investments Limited**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 1270)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) of Langham Hospitality Investments (the “**Trust**”) and Langham Hospitality Investments Limited (the “**Company**”), as convened by LHIL Manager Limited (the “**Trustee-Manager**”, in its capacity as the trustee-manager of the Trust) and the Company, will be held on Thursday, 12 May 2022 at 4:15 p.m. (or immediately after the conclusion or adjournment of the forthcoming 2022 annual general meeting of Langham Hospitality Investments and Langham Hospitality Investments Limited to be held at the same venue and on the same day) at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, with or without amendments, the following resolution as a special resolution (which shall serve as an extraordinary resolution (as the case may be) of registered holders of units under the trust deed constituting the Trust and as a special resolution (as the case may be) of shareholders of the Company under the amended and restated articles of association of the Company (the “**Company’s Articles**”)):

#### **SPECIAL RESOLUTION**

1. “**THAT:**

- (a) the trust deed constituting Langham Hospitality Investments (the “**Trust**”) (the “**Trust Deed**”) be amended in the manner as set out in Appendix I to the circular of the Trust and Langham Hospitality Investments Limited (the “**Company**”) dated 14 April 2022 and the Trust Deed, having incorporated the aforesaid proposed amendments in the form of the document produced to the extraordinary general meeting of the Trust and the Company to be held on a combined basis (“**EGM**”) and marked “A” and initialed by the chairman of the EGM for the purpose of identification, be and is hereby approved and any one director of LHIL Manager Limited (the “**Trustee-Manager**”, as the trustee-manager of the Trust) and the Company, be and are hereby authorized to enter into the supplemental Trust Deed and to do all acts and things and to sign, execute and deliver all documents as they may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the proposed amendments and the entering into of the supplemental Trust Deed; and

- (b) the Company's Articles be amended in the manner as set out in Appendix II to the circular of the Trust and the Company dated 14 April 2022, and the second amended and restated articles of association of the Company (the "**New Company's Articles**"), having incorporated the aforesaid proposed amendments in the form of the document produced to the EGM and marked "B" and initialed by the chairman of the EGM for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the Company's Articles with immediate effect and any one director of the Company be and is hereby authorized to do all acts and things and to sign, execute and deliver all documents as he may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the proposed amendments and the adoption of the New Company's Articles."

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

Hong Kong, 14 April 2022

*Registered Office of the Company:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong of the Company:*

Suite 2702, 27th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

*Registered Office of the Trustee-Manager:*

33rd Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. Any holder of Share Stapled Units entitled to attend and vote at the EGM (or any adjournment thereof) of the Trust and the Company is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a holder of Share Stapled Units. **For the health and safety of holders of Share Stapled Units, holders of Share Stapled Units are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the EGM as their proxy.**
2. Where there are joint registered holders of any Share Stapled Unit, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share Stapled Unit as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the EGM personally or by proxy, that one of the holders so present whose name stands first on the Share Stapled Units Register in respect of such Share Stapled Unit shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased holder of Share Stapled Units in whose name any Share Stapled Unit stands shall for this purpose be deemed joint holders thereof.
3. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited at the Principal Place of Business in Hong Kong of the Company at Suite 2702, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong no later than 48 hours before the time appointed for holding the EGM (or any adjournment thereof).

Completion and return of the form of proxy will not preclude holders of Share Stapled Units from attending and voting in person at the EGM should they so wish and in such event, the proxy form shall be deemed to be revoked. In the event that the holders of Share Stapled Units attend the EGM or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

4. The Share Stapled Units Register, the register of holders of units, the principal and Hong Kong branch registers of members, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed from Thursday, 5 May 2022 to Thursday, 12 May 2022, both days inclusive, for the purpose of ascertaining the entitlement of holders of Share Stapled Units to attend and vote at the EGM. During such period, no transfer of Share Stapled Units will be registered.

In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 4 May 2022.

5. Each Share Stapled Unit comprises:
  - (a) a unit in the Trust;
  - (b) a beneficial interest in a specifically identified ordinary share in the Company held by the Trustee-Manager, which is "linked" to the unit; and
  - (c) a specifically identified preference share in the Company with is "stapled" to the unit.

Under the Trust Deed and the Company's amended and restated articles of association, the number of ordinary shares and preference shares of the Company in issue must be the same at all times and must also, in each case, be equal to the number of units of the Trust in issue; and each of them is equal to the number of Share Stapled Units in issue.

6. The EGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. The resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the EGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.

7. The form of proxy provided to holders of Share Stapled Units for use at the EGM, and the form of voting paper to be used at the EGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of holders of Share Stapled Units to be proposed at the EGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
- (i) a vote of the units of the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
  - (ii) a vote of the preference shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's amended and restated articles of association; and
  - (iii) an instruction to the Trustee-Manager to vote the number of ordinary shares held by the Trustee-Manager (as component of the relevant Share Stapled Units) in the same way of the resolution of shareholders of the Company under the Company's amended and restated articles of association.
8. In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, and the preference share and the interest in the ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of holders of Share Stapled Units to be proposed at the EGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 7 above.
9. The votes at the EGM will be taken by poll.
10. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 2:00 p.m. on Thursday, 12 May 2022, the EGM will be rescheduled. The Trust and the Company will publish an announcement on the HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Trust and the Company at [www.langhamhospitality.com](http://www.langhamhospitality.com) to notify the holders of Share Stapled Units of the date, time and venue of the rescheduled meeting.
11. The EGM venue has wheelchair access. Anyone accompanying a holder of Share Stapled Units in need of assistance will be admitted to the EGM. If any member with a disability has a question regarding attendance, please contact the Company Secretarial Division of the Company by email at [Langham.ecom@langhamhospitality.com](mailto:Langham.ecom@langhamhospitality.com).
12. **To protect the attending holders of Share Stapled Units, staff and stakeholders from the risk of infection of COVID-19, the Trust and the Company will implement the following precautionary and control measures at the EGM against the pandemic:**
- (i) **Compulsory body temperature check**
  - (ii) **Compulsory wearing of surgical facial masks**
  - (iii) **Mandatory health declaration**
  - (iv) **Maintaining a safe distance between seats**
  - (v) **No provision of refreshments or beverages**
  - (vi) **No distribution of coupons for subsequent consumption**

**Should anyone seeking to attend the EGM decline to submit to these requirements or be found to be suffering from a fever (i.e. having a body temperature of over 37.5 degrees Celsius) or otherwise unwell, the Trust and the Company reserve the right to refuse such person's admission to the EGM.**

13. **Subject to the development of COVID-19, the Trust and the Company may change the EGM arrangements at short notice and may issue further announcement as appropriate. Holders of Share Stapled Units should check the website of the Trust and the Company at [www.langhamhospitality.com](http://www.langhamhospitality.com) for updates on the latest arrangement of the EGM.**

*As at the date of this notice, the Boards comprise: Dr. LO Ka Shui (Chairman and Non-executive Director), Mr. Brett Stephen BUTCHER (Chief Executive Officer and Executive Director), Professor CHAN Ka Keung, Ceajer\*, Professor LIN Syaru, Shirley\*, Mr. LO Chun Him, Alexander#, Mr. LO Chun Lai, Andrew#, and Mr. WONG Kwai Lam\*.*

# *Non-executive Directors*

\* *Independent Non-executive Directors*