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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)

PROPOSED AMENDMENTS TO THE CONSTITUTIONAL DOCUMENTS OF THE TRUST AND THE COMPANY

The board of directors of LHIL Manager Limited (“**Trustee-Manager**”, as trustee-manager of Langham Hospitality Investments (the “**Trust**”)) (the “**Trustee-Manager Board**”) and the board of directors of Langham Hospitality Investments Limited (the “**Company**”) (the “**Company Board**”) announce that a proposal has been made to amend the Deed of Trust constituting the Trust (the “**Trust Deed**”) and the Amended and Restated Articles of Association of the Company (the “**Company’s Articles**”) (collectively, the “**Constitutional Documents**”) and for approval by the Holders of Share Stapled Units at the extraordinary general meeting of the Trust and the Company to be held on a combined basis as a single meeting characterized as the extraordinary general meeting of Holders of Share Stapled Units, as convened by the Trustee-Manager and the Company, on 12 May 2022 (“**EGM**”).

BACKGROUND

In light of the recent amendments made to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Trustee-Manager Board and the Company Board propose to bring the Constitutional Documents up to date and in line with the Listing Rules. Other consequential or housekeeping amendments are also proposed to bring the Constitutional Documents in line with the major amendments proposed.

SUMMARY OF THE PROPOSED AMENDMENTS TO THE CONSTITUTIONAL DOCUMENTS OF THE TRUST AND THE COMPANY

Major areas of the proposed amendments to the Constitutional Documents are set out as follows:

- (a) to allow all general meetings of the Company and the Trust to be held as physical meetings or as hybrid meetings or electronic meetings and make corresponding changes to the relevant provisions of the Constitutional Documents;
- (b) to allow for votes to be cast by shareholders of the Company and Holders of Share Stapled Units electronically as the chairman of the general meeting or the Company Board or the Trustee-Manager Board (as the case may be) may determine;
- (c) to set out other related powers of the Company Board, the Trustee-Manager and the chairman of the general meeting, including making arrangements for attendance and/or participation at general meetings, ensuring the security and orderly conduct of general meetings and arrangements concerning electronic communications;
- (d) to update the provision relating to the right of minority shareholder(s) of the Company to convene a general meeting and add resolutions to such meeting agenda;
- (e) to provide that all shareholders of the Company have the right to speak and vote at general meetings of the Company except where a shareholder of the Company is required under the Listing Rules to abstain from voting;
- (f) to update the arrangement on adjournment of general meetings of the Company and the Trust when a quorum is not present at the meeting;
- (g) to specify the right of a recognised clearing house to appoint proxies or corporate representatives to attend any meetings of the Company;
- (h) to update the provisions relating to closure of register of members of the Company and the register of Share Stapled Units;
- (i) to update the provisions relating to the appointment, removal and remuneration of auditors of the Company;
- (j) to expressly provide that the Company Board's power to present a winding up petition to the court for the Company shall be subject to a special resolution passed by the shareholders of the Company for clarity;
- (k) to specify the financial year end of the Company; and
- (l) to update, modernise, or codify provisions of the Constitutional Documents to better align with the wordings in the applicable laws of Cayman Islands (for existing Company's Articles only) and the Listing Rules and other consistency changes.

Subject to the approval of the Holders of Share Stapled Units by way of a special resolution (which shall serve as an extraordinary resolution of registered holders of units under the Trust Deed and as a special resolution of shareholders of the Company under the Company's Articles) at the EGM, the amendments will take effect from the conclusion of the EGM.

A circular containing (i) full text of the proposed amendments to the Constitutional Documents; and (ii) a notice convening the EGM, will be despatched to the Holders of Share Stapled Units on or about 14 April 2022.

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

Hong Kong, 14 April 2022

As at the date of this announcement, 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*