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# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Emperor Entertainment Hotel Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**英皇娛樂酒店有限公司\***  
**Emperor Entertainment Hotel Limited**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 296)

**(1) PROPOSED RE-ELECTION OF DIRECTORS**  
**(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES**  
**AND BUY BACK SHARES**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at 2nd Floor, The Emperor Hotel, 373 Queen's Road East, Wanchai, Hong Kong on Tuesday, 18 August 2020 at 10:30 a.m. is set out on pages 14 to 18 of this circular.

Please complete and return the accompanying form of proxy to the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time of the AGM (by Sunday, 16 August 2020) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof (as the case may be) should you subsequently so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

To safeguard the health and safety of Shareholders and to prevent the spreading of the coronavirus disease 2019 ("COVID-19"), the following precautionary measures will be implemented at the AGM:

- (1) **Compulsory temperature screening/checks;**
- (2) **Compulsory health declaration;**
- (3) **Compulsory wearing of surgical face mask – no mask will be provided at the AGM venue;**
- (4) **No refreshments or drinks and no corporate gift will be distributed; and**
- (5) **A designated seat will be assigned at the AGM venue.**

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

**For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their forms of proxy by the time specified herein, instead of attending the AGM in person.**

\* for identification purpose only

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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To safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company would like to advise the Shareholders on the following precautionary measures for the AGM: –

**(A) Before the meeting**

- (1) **Voting by proxy in advance of the AGM:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19. For the health and safety of Shareholders, **the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person.** Physical attendance is not necessary for the purpose of exercising Shareholder's rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

**The deadline to submit completed forms of proxy is Sunday, 16 August 2020 at 10:30 a.m.** Completed forms of proxy must be returned to the Hong Kong Branch Share Registrar of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. The form of proxy can be downloaded from the websites of the Company (<https://www.emp296.com>) or the Stock Exchange.

- (2) **Appointment of proxy by Non-registered Shareholders:** Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.
- (3) **Limiting attendance in person at the AGM venue:** To comply with the Prevention and Control of Disease (Prohibition on Group Gathering)(Amendment)(No.6) Regulation 2020 which took place on 3 July 2020 ("**Regulation**"), the Company will limit attendance in person at the AGM venue to 40 Shareholders. This arrangement is to take into consideration the current COVID-19 situation and the requirement to keep appropriate social distancing for the health and safety of Shareholders. The Board reserves the right to change this maximum attendance number at any time depending on the public health situation at the time of the AGM and the guidance of the HKSAR Government.

Registered Shareholders who wish to attend the AGM in person or by proxy (whether or not the relevant forms of proxy have been completed and submitted) must register their intention and provide the following details by email to [cosec@emperorgroup.com](mailto:cosec@emperorgroup.com) from Thursday, 13 August 2020 to Sunday, 16 August 2020 at 10:30 a.m.:

1. full name (as shown on Hong Kong Identity Card or passport);
2. contact phone number; and
3. email address.

The application for the admission of the AGM venue in person will be allocated on first-come-first-served basis. Duplicated registrations will be disregarded. Registered Shareholders will be notified by email and by phone (if reachable) on Monday, 17 August 2020 if such admission right will be allocated. No notification will be sent to those Shareholders who are not successful to obtain the right of admission to the AGM venue in person.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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**Shareholders are reminded that physical attendance is not necessary for the purpose of exercising Shareholder's rights. The Company strongly encourages Shareholders to appoint the Chairman of the AGM as their proxy by submitting their form of proxy as stated above as soon as possible before the above deadline. In case Shareholders wish to attend the AGM in person or by a proxy of their choice, they or their proxy of their choice can still attend the AGM in person if such Shareholders are successful in registering to attend.**

- (4) **Questions at or prior to the AGM:** The AGM proceedings will be conducted with a view to focusing on the proposed resolutions as set out in the Notice of AGM. Shareholders are advised to contact the Company by email at [ir296@emperorgroup.com](mailto:ir296@emperorgroup.com) if they have any question about the relevant resolutions or about the Company, or any matter for communication with the Board, as early as possible before the AGM date. The Company will endeavour to reply as soon as practicable.

### **(B) At the meeting**

- (1) Compulsory temperature screening/checks will be carried out by the staff of The Emperor Hotel ("Hotel") on every attendee. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or exhibiting flu-like symptoms or under any HKSAR Government prescribed quarantine may be denied entry into the Hotel. In any case, denied entry to the Hotel means the person will not be allowed to attend the AGM.
- (2) Every attendee will be required to submit a completed and signed health declaration form ("Form") prior to being admitted to the AGM venue. Please bring along the completed Form to the AGM venue to ensure smooth registration and certification processing. Any person who has given a positive confirmation to any of the questions asked in the Form may not be admitted to the AGM venue. The Form can be downloaded from the website of the Company (<https://www.emperor296.com>).
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM (including queuing for registration). Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) Every attendee will be assigned designated seats in order to ensure appropriate social distancing and facilitate close contact tracing. The staff of the Hotel and representatives at the AGM venue will also assist with crowd control and queue management to ensure appropriate social distancing.
- (5) No refreshments, drinks or corporate gift will be served or distributed to attendees at the AGM venue.
- (6) Physical attendance by the Directors at the AGM venue will also be limited. Directors who will not be attending the AGM in person will participate through electronic means.

Attendees are in addition requested to observe and practise good personal hygiene at all times at the Hotel and/or AGM venue. To the extent permitted by law, the Company reserves the right to deny entry into the Hotel and/or AGM venue or require any person to leave the Hotel and/or AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. Shareholders should check the website of the Company (<https://www.emp296.com>) for future announcements and updates on the AGM arrangements.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 2nd Floor, The Emperor Hotel, 373 Queen’s Road East, Wanchai, Hong Kong on Tuesday, 18 August 2020 at 10:30 a.m., or where the context so admits, any adjournment thereof
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of the AGM
“Bye-laws”	the Bye-laws of the Company as may be amended from time to time
“Company”	Emperor Entertainment Hotel Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the Issue Mandate will be extended to add any Shares bought back under the Buy-back Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to enable them to exercise all the power of the Company to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM

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## DEFINITIONS

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“Latest Practicable Date”	3 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice dated 13 July 2020 convening the AGM as set out on pages 14 to 18 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers as amended from time to time
“HK\$”	Hong Kong dollars
“%”	per cent.

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## LETTER FROM THE BOARD

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**英皇娛樂酒店有限公司\***  
**Emperor Entertainment Hotel Limited**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 296)**

*Non-executive Director:*

Ms. Luk Siu Man, Semon (*Chairperson*)

*Executive Directors:*

Mr. Wong Chi Fai

Ms. Fan Man Seung, Vanessa

*Independent Non-executive Directors:*

Mr. Yu King Tin

Ms. Kwan Shin Luen, Susanna

Ms. Lai Ka Fung, May

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place of  
Business in Hong Kong:*

28th Floor

Emperor Group Centre

288 Hennessy Road

Wanchai

Hong Kong

13 July 2020

*To the Shareholders*

Dear Sir/Madam,

### INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, inter alia: (i) the proposed re-election of Directors who are due to retire by rotation at the AGM; and (ii) the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 14 to 18 of this circular. Resolutions in respect of the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Please draw particular attention to the precautionary measures set out on pages 1 to 2 of this circular.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed ordinary resolutions at the AGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the AGM to inform Shareholders of the results of the AGM.

### RE-ELECTION OF DIRECTORS

#### Retirement and re-election of Directors

In accordance with Bye-law 87(1) and 87(2) of the Bye-laws, Ms. Luk Siu Man, Semon ("Ms. Luk") and Mr. Wong Chi Fai ("Mr. Wong") shall retire by rotation at the AGM. Ms. Luk and Mr. Wong being eligible, offer themselves for re-election at the AGM.

Details of the above Directors who offer themselves for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

#### Recommendations of the Nomination Committee

The Nomination Committee of the Company ("NC") has reviewed the biographical details of both Ms. Luk and Mr. Wong and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and took the view that Ms. Luk and Mr. Wong have been contributing to the Group effectively and are committed to their role as Directors.

The Board accepted the recommendation by the NC for recommending the Shareholders to re-elect Ms. Luk and Mr. Wong as Directors at the AGM. Each of them abstained from voting at the Board meeting regarding his/her nomination.

The Board considered that the re-election of Ms. Luk and Mr. Wong as Directors was in the best interest of the Company and the Shareholders as a whole and recommended the Shareholders to vote for their re-election at the AGM.



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## LETTER FROM THE BOARD

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### **Nomination by Shareholders**

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company at its principal place of business in Hong Kong at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong within the period from Monday, 20 July 2020 to Monday, 27 July 2020, both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director and consent to the publication of his/her personal data; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

### **GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES**

#### **(I) General mandates granted at the last annual general meeting of the Company held on 8 August 2019 (“2019 AGM”)**

At the 2019 AGM, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the aggregate number of Shares then in issue (i.e. a maximum of 248,954,196 Shares) (the “Previous Issue Mandate”);
- (ii) buy back up to 10% of the aggregate number of Shares then in issue (i.e. a maximum of 124,477,098 Shares) (the “Previous Buy-back Mandate”); and
- (iii) extend the Previous Issue Mandate by an additional number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

Since the 2019 AGM, the Company had repurchased a total of 10,530,000 Shares under the Previous Buy-back Mandate, leaving a balance of 113,947,098 Shares that can be repurchased under the Previous Buy-back Mandate as at the Latest Practicable Date.

#### **(II) Proposal refreshment of the general mandates at the AGM**

As at the Latest Practicable Date, there were 1,234,240,983 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect the Directors be granted:

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## LETTER FROM THE BOARD

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- (A) the Issue Mandate to allot, issue and deal with Shares of up to an aggregate of not exceeding 20% of the issued Shares as at the date of the AGM (i.e. of not exceeding 246,848,196 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);
- (B) the Buy-back Mandate to buy back Shares of up to an aggregate number of not exceeding 10% of the issued Shares as at the date of the AGM; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number of Shares which may be bought back under the Buy-back Mandate.

Such resolutions are set out in resolution nos. 5(A), 5(B) and 5(C) in the Notice of AGM respectively.

The previous mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek approval from the Shareholders at the AGM to grant fresh general mandates to the Directors.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

### RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for (a) the re-election of Directors; and (b) the granting of Issue Mandate, the Buy-back Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the Notice of AGM.

### GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Directors Proposed for Re-election) and Appendix II (Explanatory Statement on Buy-back Mandate) to this circular.

By order of the Board  
**Emperor Entertainment Hotel Limited**  
**Luk Siu Man, Semon**  
*Chairperson*

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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

**Ms. Luk Siu Man, Semon**

*Non-executive Director (Chairperson)*

Ms. Luk, aged 64, the Chairperson of the Company. She joined the Company in March 2000. Ms. Luk is also the non-executive director and chairperson of Emperor International Holdings Limited (Stock Code: 163), which is an indirect holding company of the Company. She worked in the banking industry for almost 10 years. Ms. Luk graduated from The University of Toronto with a Bachelor's Degree in Commerce. Save as disclosed above, Ms. Luk did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Ms. Luk is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Luk does not receive any director's fee. As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Luk had deemed interest of 851,352,845 Shares in the Company, representing approximately 68.98% of the issued share capital of the Company, indirectly held by a private discretionary trust by virtue of being the spouse of Dr. Yeung Sau Shing, Albert who is the founder of such discretionary trust and a deemed substantial and controlling shareholder of the Company.

Save as disclosed above, Ms. Luk does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any other interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Luk.

**Mr. Wong Chi Fai***Executive Director*

Mr. Wong, aged 64, an Executive Director of the Company. Mr. Wong joined the Company in 1991 and has been responsible for the Group's strategic planning, business growth and development and overseeing the financial management of the Group. Mr. Wong is the Chairman of the Executive Committee and a member of the Remuneration Committee of the Company as well as a director of certain subsidiaries of the Company. Currently, he is also a director of four listed companies in Hong Kong, namely Emperor International Holdings Limited (Stock Code: 163), Emperor Watch & Jewellery Limited (Stock Code: 887), Emperor Culture Group Limited (Stock Code: 491) and Ulferts International Limited (Stock Code: 1711), all being associated corporations of the Company. Having over 30 years of finance and management experience, Mr. Wong has diversified experience in different businesses ranging from hotel and hospitality, property investment and development, retailing of watch and jewellery, cinema development and operation to entertainment production and investment, manufacturing to wholesaling and retailing of furniture, financial and securities services, artiste management as well as media and publication. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Save as disclosed above, Mr. Wong did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Mr. Wong is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and Listing Rules. Mr. Wong is entitled to receive a Director's fee of HK\$250,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Wong does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wong.

**EXERCISE OF THE BUY-BACK MANDATE**

As at the Latest Practicable Date, the total number of Shares in issue was 1,234,240,983 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 123,424,098 Shares (representing 10% of total number of issued Shares) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

**REASONS FOR THE BUY-BACK OF SECURITIES**

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

**FUNDING OF BUY-BACK**

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The Company will not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 31 March 2020) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels, which in the opinion of the Directors, is from time to time appropriate for the Company.

**SHARE PRICE**

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

	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
July	1.71	1.49
August	1.56	1.37
September	1.57	1.37
October	1.62	1.46
November	1.67	1.58
December	1.62	1.54
<b>2020</b>		
January	1.56	1.36
February	1.42	1.27
March	1.36	0.91
April	1.19	1.04
May	1.17	1.00
June	1.17	0.99
July (up to and including the Latest Practicable Date)	1.05	1.01

**BUY-BACK OF SHARES**

During the previous 6 months preceding the Latest Practicable Date, the Company made the following repurchase of Shares on the Stock Exchange:

<b>Date of Shares Repurchase</b>	<b>No. of Share repurchased</b>	<b>Highest price paid per Share</b> <i>(HK\$)</i>	<b>Lowest price paid per Share</b> <i>(HK\$)</i>	<b>Total Consideration paid</b> <i>(HK\$)</i>
23 March 2020	730,000	1.02	1.00	734,400

**UNDERTAKING/INTENTION**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and the Bye-laws.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company nor has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

**EFFECT OF TAKEOVERS CODE**

If as a result of a share buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Emperor Entertainment Hotel Holdings Limited ("Emperor E Hotel Holdings") directly held 851,352,845 Shares in the Company, representing approximately 68.98% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Resolution, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the shareholding of Emperor E Hotel Holdings in the Company would be increased to approximately 76.64% of the total number of Shares in issue. The Directors consider that such an increase would not give rise to an obligation on the part of Emperor E Hotel Holdings to make a mandatory offer under Rule 26 the Takeovers Code. However, there will be insufficient Shares in the hands of the public.

The Directors have no present intention to exercise the Buy-back Mandate to the extent as would result in the number of Shares in public hands would fall below the prescribed minimum percentage of 25% of the total number of Shares in issue.

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## NOTICE OF ANNUAL GENERAL MEETING

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**英皇娛樂酒店有限公司\***  
**Emperor Entertainment Hotel Limited**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 296)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Emperor Entertainment Hotel Limited (the “Company”) will be held at 2nd Floor, The Emperor Hotel, 373 Queen’s Road East, Wanchai, Hong Kong on Tuesday, 18 August 2020 at 10:30 a.m. for the following purposes:

1. To consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31 March 2020 together with the reports of the directors and independent auditor (“Auditor”) thereon.
2. To declare final dividend for the year ended 31 March 2020.
3. (A) To re-elect Ms. Luk Siu Man, Semon as Director.  
  
(B) To re-elect Mr. Wong Chi Fai as Director.  
  
(C) To authorize the board of Directors of the Company (“Board” or “Directors”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorize the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

\* *for identification purpose only*



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## NOTICE OF ANNUAL GENERAL MEETING

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(A) “**THAT**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot and issue additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and

- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company (“Bye-laws”) or any applicable laws to be held; and
- (c) the date of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders on the register 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 any restrictions or obligations under the laws of or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) **“THAT**

- (i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) 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 Stock Exchange and the Securities and Futures Commission 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 or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**THAT** conditional upon resolution nos. 5(A) and 5(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above, provided that such extended number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 5(B).”

By order of the Board  
**Emperor Entertainment Hotel Limited**  
**Liu Chui Ying**  
*Company Secretary*

Hong Kong, 13 July 2020

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of  
Business in Hong Kong:*  
28th Floor  
Emperor Group Centre  
288 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

- (i) Considering the outbreak of coronavirus disease 2019 (“COVID-19”), certain measures will be implemented at the annual general meeting (“AGM”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees being required to (a) undergo compulsory body temperature check; (b) submit compulsorily health declaration form; and (c) wear surgical face masks prior to admission to the AGM venue (no mask will be provided at the AGM venue) and throughout the AGM; (ii) no corporate gifts being distributed; (iii) no refreshments or drinks being provided; and (iv) all attendees will be assigned designated seat at the AGM venue in order to ensure approximate social distancing and facilitate contact tracing. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may change measures, where appropriate.

- (ii) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the AGM. Where the Chairperson/Chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by show of hands.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy needs not be a member of the Company.
- (iv) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong ("Branch Share Registrar") together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (v) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (vi) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (vii) In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at the above address before 4:30 p.m. on Wednesday, 12 August 2020.
- (viii) Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. Shareholders should check the website of the Company (<https://www.emp296.com>) for future announcements and updates on the AGM arrangements.
- (ix) The AGM will be held on Tuesday, 18 August 2020 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time after 8:00 a.m. and before the meeting time, the AGM will be postponed. The Company will post an announcement on the website of the Company (<https://www.emp296.com>) to notify shareholders of the date, time and place of the rescheduled meeting.
- (x) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

This Circular (in both English and Chinese versions) is available to any shareholder either in printed form or on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.emp296.com>). In order to protect the environment, the Company highly recommends shareholders to elect to receive electronic copy of this Circular. Shareholders may have the right to change their choice of receipt of all future Corporate Communications at any time by reasonable notice in writing to the Company or the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, by post at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com).