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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in 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 Associated International Hotels Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.

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### 凱聯國際酒店有限公司 Associated International Hotels Limited

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 105)

#### **GENERAL MANDATES FOR BUY-BACK BY THE COMPANY OF ITS OWN SHARES AND ISSUE OF NEW SHARES; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of Associated International Hotels Limited ("Company") to be held at CHOI FOOK ROYAL BANQUET, 26TH FLOOR, iSQUARE, 63 NATHAN ROAD, TSIM SHA TSUI, KOWLOON, HONG KONG on Thursday, 10 September 2020 at 11:00 a.m. ("AGM") is set out in Appendix III to this circular. Whether or not you intend to be present at the AGM, you are requested to complete the enclosed form of proxy and return it to the Company's registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong or the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 24 hours (excluding any part of a day that is a public holiday) before the time of the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such case, the form of proxy submitted shall be deemed to be revoked.

#### **PRECAUTIONARY MEASURES FOR THE AGM**

In the light of concerns over mass gatherings during the novel coronavirus ("COVID-19") epidemic, the Company will implement certain precautionary measures at the AGM with a view to reducing the risk of infection to attendees, which include:

- (a) compulsory body temperature check;
- (b) mandatory health declaration;
- (c) wearing of surgical mask prior to admission to the AGM venue and throughout the AGM;
- (d) special seating arrangement to allow for appropriate social distancing (which may result in limited capacity for shareholders to attend the AGM); and
- (e) NO provision of refreshments or distribution of souvenirs

For the sake of the attendees, the Company may deny entry of any person into the AGM venue as permitted by law if he/she:

- (i) refuses to comply with the precautionary measures referred to in the above (a) to (d);
- (ii) is subject to health quarantine prescribed by HKSAR Government or has close contact with any person in the said quarantine; or
- (iii) is suffering from a fever or has any flu-like symptoms

The Company reminds attendees that they should carefully consider the risks of attending the AGM. **For health and safety reasons, the Company strongly recommends shareholders to exercise their voting rights by appointing the Chairman of the AGM as their proxy and return their proxy forms by the time specified above.** Physical attendance in person at the AGM for exercising voting rights is not necessary.

Subject to the development of COVID-19, the Company may implement additional measures at the AGM. Attendees of the AGM are advised to check the websites of the Company ([http://aihl.etnet.com.hk/eng/ca\\_calendar.php](http://aihl.etnet.com.hk/eng/ca_calendar.php)) and Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) for any further updated arrangements.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

23 July 2020

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## LETTER FROM THE BOARD

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### 凱聯國際酒店有限公司 Associated International Hotels Limited

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 105)

*Executive Directors:*

Cheong Hooi Hong (Chairman)  
Cheong Kheng Lim (Deputy Chairman)  
Cheong Keng Hooi  
Cheong Sim Lam  
Cheong Chong Ling

*Registered Office:*

9th Floor, iSQUARE  
63 Nathan Road  
Tsim Sha Tsui  
Kowloon, Hong Kong

*Independent Non-executive Directors:*

Chow Wan Hoi, Paul  
Wong Yiu Tak  
Lee Chung

23 July 2020

To the Shareholders

Dear Sir or Madam

**GENERAL MANDATES FOR BUY-BACK BY THE COMPANY  
OF ITS OWN SHARES AND ISSUE OF NEW SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Thursday, 10 September 2020 at 11:00 a.m., including the ordinary resolutions relating to (i) the grant to the directors of the Company ("Directors") of general mandates to issue and buy back shares of the Company; and (ii) the re-election of Directors who are due to retire at the AGM; and to give you notice of the AGM at which the ordinary resolutions as set out in the Notice of Annual General Meeting ("Notice") will be proposed.

#### **General Mandates**

At the last annual general meeting of shareholders of the Company held on 10 September 2019, approval was given by shareholders for the granting of, inter alia, a general mandate to the Directors to buy back shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") up to 10 per cent of the total number of issued shares of the Company at the date of passing the relevant resolution. In accordance with the terms of the approval, that general mandate will shortly expire on 10 September 2020 upon the conclusion of the next annual general meeting of the Company to be held on that day. To keep in line with current corporate practice, the grant of a fresh general mandate to buy back up to 10 per cent of the total number of issued shares

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## LETTER FROM THE BOARD

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of the Company at the date of passing the relevant resolution is being sought from shareholders of the Company. An ordinary resolution to grant the share buy-back general mandate will be proposed at the AGM. The explanatory statement required by the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") to be sent to shareholders in connection with the proposed share buy-back resolution is set out in Appendix I to this circular.

In addition to the ordinary resolution relating to the share buy-back general mandate, ordinary resolutions will also be proposed (i) to grant the Directors a general mandate to allot, issue and otherwise deal with shares of the Company up to a limit equal to 10 per cent of the total number of issued shares of the Company at the date of passing such resolution plus (if the Directors are so authorised by a separate ordinary resolution of the Company) the number of shares bought back by the Company subsequent to the passing of such resolution (up to a maximum of 10 per cent of the total number of issued shares of the Company at the date of passing such resolution); and (ii) to approve the addition of such bought back securities to the 10 per cent share issue mandate (as required by the Listing Rules).

The Directors wish to state that they have no present intention to buy back any existing shares or to issue any new shares pursuant to the relevant mandates. The mandates being proposed will, however, give the Company the flexibility to do so. The Directors will not exercise the mandates in a way which would breach the minimum percentage of listed securities in public hands as prescribed by the Stock Exchange from time to time.

### **Re-election of Directors**

The Board of the Company ("Board") currently consists of eight members, namely the following Executive Directors:

Cheong Hooi Hong  
Cheong Kheng Lim  
Cheong Keng Hooi  
Cheong Sim Lam  
Cheong Chong Ling

and the following Independent Non-executive Directors:

Chow Wan Hoi, Paul  
Wong Yiu Tak  
Lee Chung

In accordance with Articles 95 and 96 of the Company's Articles of Association, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi and Mr Wong Yiu Tak shall retire at the conclusion of the AGM and, being eligible, shall offer themselves for re-election. Separate ordinary resolutions will be proposed at the AGM for the re-election of each of the retiring Directors. Details of the above retiring Directors who are proposed to be re-elected are set out in Appendix II to this circular.

Article 98 of the Company's Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office

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## LETTER FROM THE BOARD

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of Director at any general meeting, unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged with the Board at the registered office provided that the minimum length of period during which such notices are given shall be at least 7 days and the period for lodgement shall commence no earlier than the day after despatch of the notice of the meeting appointed for such election (inclusive of such day) and end no later than 7 days prior to the date of such general meeting.

Accordingly, any shareholder who wishes to nominate a person to stand for election as a Director at the AGM must have validly lodged with the Company at its registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong for the attention of the Board within the period from Tuesday, 4 August 2020 to Monday, 10 August 2020, both days inclusive, (i) his/her written notice of intention to propose such person for election as a Director; (ii) a notice executed by the nominated person of his/her willingness to be elected; (iii) information of the nominated person as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (iv) the written consent of the nominated person to the publication of his/her personal data.

Upon receipt of a valid nomination, a supplementary circular with the particulars of the nominated person stated therein will be despatched to the shareholders as soon as practicable.

### **Annual General Meeting**

The Notice is set out in Appendix III to this circular. A form of proxy for use at the AGM and the reporting documents of the Company which accompany this circular are also enclosed. Pursuant to the Listing Rules, the Chairman will, at the AGM, demand a poll in respect of each resolution set out in the Notice. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company pursuant to Rule 13.39(5) of the Listing Rules.

### **Recommendation**

The Directors believe that the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of such resolutions at the AGM.

Yours faithfully  
**Associated International Hotels Limited**  
**Cheong Kheng Lim**  
Deputy Chairman

*Note: All time and date references contained in this circular refer to Hong Kong times and dates.*

The following is the explanatory statement required to be sent to shareholders under the Listing Rules and also constitutes the Memorandum required under Section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("Hong Kong Companies Ordinance") in connection with the proposed general mandate for buy-back of shares:

**(i) Share Capital**

It is proposed that up to 10 per cent of the total number of shares of the Company in issue at the date of the passing of the resolution to approve the general mandate may be bought back. As at 20 July 2020, the latest practicable date of this circular for ascertaining certain information contained herein ("Latest Practicable Date"), the number of shares of the Company in issue was 360,000,000 shares, all of which are fully paid up. On the basis of such figure (and assuming no further shares are issued or bought back after the Latest Practicable Date and up to the date of passing such resolution), the Directors would be authorised to buy back shares of the Company up to a limit of 36,000,000 shares representing 10% of the total number of shares of the Company in issue. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares in issue as at the date of passing the resolution are, at any time thereafter, converted into a larger or smaller number of shares.

**(ii) Reasons for Buy-backs**

The Directors believe that the ability to buy back shares is in the interests of the Company and of shareholders. Such purchases may, depending on the circumstances, lead to an increase in net assets and/or earnings per share and will only be made when the Directors believe that such buy-backs will benefit the Company and its shareholders. The Directors are seeking the grant of a general mandate to buy back shares to give the Company the flexibility to do so if and when appropriate. The number of shares to be bought back on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

**(iii) Funding of Buy-backs**

It is envisaged that the funds required for any buy-back would be derived from the funds legally available for the purpose in accordance with the Hong Kong Companies Ordinance and the Company's Articles of Association.

**(iv) Impact of Buy-backs**

The Directors do not propose to exercise the general 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 (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 March 2020). However, in the unlikely event that the general mandate was to be exercised in full at any time during the period of the mandate, there could be such an impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 March 2020).

**(v) Directors and their Close Associates**

There are no Directors or (to the best of the knowledge of the Directors having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the general mandate is granted by shareholders, to sell shares to the Company.

**(vi) Directors' Undertaking**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong.

**(vii) Takeovers Code**

As at the Latest Practicable Date, Tian Teck Land Limited held 180,030,681 shares, representing over 50% (50.01%, rounded to two decimal places) of the issued shares of the Company. On the basis that no shares are issued or bought back prior to the date of the passing of the resolution to approve the general mandate, in the event that the Directors exercise in full the power to buy back shares pursuant to the general mandate, the interests of Tian Teck Land Limited would increase to 55.57% (rounded to two decimal places) of the issued shares of the Company. The Directors are not aware of any consequences which would arise under the Hong Kong Code on Takeovers and Mergers as a consequence of any purchases pursuant to the general mandate, whether or not the general mandate is exercised in full. The Directors will not effect buy-backs to an extent which would breach the minimum public float requirements under the Listing Rules.

**(viii) Buy-backs made by the Company**

No purchases have been made by the Company of its shares in the six months prior to the date of this document.

**(ix) Core Connected Persons**

No core connected persons of the Company (as defined in the Listing Rules) have notified it of a present intention to sell shares in the Company to the Company and no such persons have undertaken not to sell any such shares to the Company in the event that the general mandate is granted by shareholders.

**(x) Share Prices**

The highest and lowest prices at which shares of the Company traded on the Stock Exchange in each of the previous twelve months and the period from 1 July 2020 to the Latest Practicable Date are as follows:

	<b>Highest Traded Price (HK\$)</b>	<b>Lowest Traded Price (HK\$)</b>
<b>2019</b>		
July	22.750	22.700
August	22.700	22.000
September	22.100	22.100
October	21.200	20.000
November	19.900	19.400
December	19.720	18.480
<b>2020</b>		
January	19.100	19.000
February	No normal transaction	No normal transaction
March	18.000	18.000
April	16.500	16.200
May	16.200	16.100
June	15.520	14.800
1 July to 20 July (i.e. the Latest Practicable Date)	15.200	14.500

**Mr Cheong Kheng Lim**, aged 71, is the deputy chairman, an executive director, a member of the nomination committee and an authorised representative of the Company and its listed parent company, Tian Teck Land Limited (“TTLL”). He has been a director of the Company since 1984. He is also a director of the Company’s ultimate holding company, Tian Teck Investment Holding Co., Limited and various subsidiaries of the Group, and is the chief operation officer of the Company. Pursuant to the service contract entered into between the Company and Mr Cheong, there is no specific term of appointment of Mr Cheong except that such appointment can be terminated by either party serving on the other not less than 3 months’ notice in writing. His directorship shall, in addition to the said 3 months’ notice proviso, be subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association.

Mr Cheong is the brother of Messrs Cheong Hooi Hong, Cheong Keng Hooi (a substantial shareholder (as defined in the Securities and Futures Ordinance (“SFO”)) of TTLL) and Cheong Sim Lam, who are directors of the Company and TTLL, and together with them he owns Tian Teck Investment Holding Co., Limited, the controlling shareholder (as defined in the Listing Rules) of TTLL. He is also the father of Miss Cheong Chong Ling, who is a director of the Company and TTLL.

As at 20 July 2020, being the latest practicable date for ascertaining certain information contained herein (“Latest Practicable Date”), Mr Cheong was a substantial shareholder having an interest in 25,589,715 shares in the Company within the meaning of Part XV of the SFO, of which 24,555,715 shares were held by him and 1,034,000 shares were held by his spouse, Ms Lim Yoke Soon. As at the Latest Practicable Date, he was also a substantial shareholder interested in 46,139,164 shares in TTLL, of which 46,023,872 shares were held by him and 115,292 shares were held by his spouse.

Mr Cheong’s director’s fee is HK\$50,000 per annum. For the year ended 31 March 2020, he also received other emoluments from the Company totalling a further HK\$3,104,000, of which, his basic salary of HK\$1,440,000, discretionary bonus of HK\$700,000 and other emoluments in a value of HK\$621,000 (principally housing-related expenses and payment of salaries tax) were covered by his service contract as chief operation officer of the Company. Mr Cheong’s director’s fee and other emoluments are determined by the remuneration committee under the delegation of the Board with reference to the Company’s results, his work-load and market conditions. In addition, the remuneration committee under the delegation of the Board approved the provision of a residential property by the Company with an estimated annual rental value of HK\$1,581,000 as the residence of Mr Cheong and his family. For the year ended 31 March 2020, Mr Cheong’s fee as a director of TTLL was HK\$50,000.

Save as disclosed above, there are no matters concerning Mr Cheong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Mr Cheong Keng Hooi**, aged 67, is an executive director of the Company and its listed parent company, TTLL. He has been a director of the Company since 1984. He is also a director of the Company’s ultimate holding company, Tian Teck Investment Holding Co., Limited and various subsidiaries of the Group, and is the chief project officer of the Company. Pursuant to the service contract entered into between the Company and Mr Cheong, there is no specific term of appointment of Mr Cheong except that such appointment can be terminated by either party serving on the other not less than 3 months’ notice in writing. His directorship shall, in addition to the said 3 months’ notice proviso, be subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association. Mr Cheong holds a degree of Bachelor of Business Administration from the University of Hawaii.

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## APPENDIX II      DETAILS OF RETIRING AND RE-ELECTING DIRECTORS

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Mr Cheong is the brother of Messrs Cheong Hooi Hong, Cheong Kheng Lim (a substantial shareholder of the Company and TTLL) and Cheong Sim Lam, who are directors of the Company and TTLL, and together with them he owns Tian Teck Investment Holding Co., Limited, the controlling shareholder of TTLL. He is also the uncle of Miss Cheong Chong Ling, who is a director of the Company and TTLL.

As at the Latest Practicable Date, Mr Cheong had an interest in 12,035,119 shares in the Company within the meaning of Part XV of the SFO, of which 11,759,839 shares were held by him and 275,280 shares were held by his spouse, Ms Wu Soo Huei. As at the Latest Practicable Date, he was a substantial shareholder having an interest in 27,864,420 shares in TTLL, of which 26,862,036 shares were held by him and 1,002,384 shares were held by his spouse.

Mr Cheong's director's fee is HK\$50,000 per annum. For the year ended 31 March 2020, he also received other emoluments from the Company totalling a further HK\$1,901,000, of which, his basic salary of HK\$1,440,000, discretionary bonus of HK\$300,000 and other emoluments in a value of HK\$20,000 being travelling and insurance-related expenses were covered by his service contract as chief project officer of the Company. Mr Cheong's director's fee and other emoluments are determined by the remuneration committee under the delegation of the Board with reference to the Company's results, his work-load and market conditions. For the year ended 31 March 2020, Mr Cheong's fee as a director of TTLL was HK\$50,000.

Save as disclosed above, there are no matters concerning Mr Cheong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Mr Wong Yiu Tak**, aged 73, is an independent non-executive director and a member of the audit, remuneration and nomination committees of the Company and its listed parent company, TTLL. He has been a director of the Company since 2017. His current term of directorship with the Company is from the conclusion of the 2019 annual general meeting to the conclusion of the 2020 annual general meeting, subject to retirement by rotation and re-election pursuant to the Company's Articles of Association and the serving of not less than 3 months' notice in writing by either party on the other. In the event that Mr Wong is re-elected as a director, the proposed length of appointment will be from the conclusion of the 2020 annual general meeting to the conclusion of the 2021 annual general meeting, which may be further renewed by agreement between Mr Wong and the Company, and his director's fee will be HK\$170,000 per annum.

Mr Wong is a serving solicitor in Hong Kong. He holds a degree of Bachelor of Science (Honours) from The University of Hong Kong and a Master of Law from Peking University. Mr Wong currently is a consultant to Messrs. S.K. Wong & Co., Solicitors & Notaries.

Mr Wong does not have a service contract with the Company and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, save as disclosed herein. As at the Latest Practicable Date, Mr Wong did not have an interest in any shares in the Company within the meaning of Part XV of the SFO. Mr Wong's director's fee for the year ended 31 March 2020 was HK\$170,000. Such fee was fixed by the Board on the recommendation of the remuneration committee with reference to the Company's results, his experience and fees paid to independent non-executive directors by other listed public companies. Mr Wong's fee as a director of TTLL for the year ended 31 March 2020 was HK\$170,000.

Save as disclosed above, there are no matters concerning Mr Wong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

*Note: All monetary units in this Appendix II are rounded to the nearest thousand.*



**凱聯國際酒店有限公司**  
**Associated International Hotels Limited**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 105)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of Associated International Hotels Limited ("Company") will be held at CHOI FOOK ROYAL BANQUET, 26TH FLOOR, iSQUARE, 63 NATHAN ROAD, TSIM SHA TSUI, KOWLOON, HONG KONG on Thursday, 10 September 2020 at 11:00 a.m. ("AGM") for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the Reports of the directors of the Company ("Directors") and the Auditor for the year ended 31 March 2020.
2. To consider and declare a final dividend of HK\$0.25 per share for the year ended 31 March 2020.
- 3.(1) To re-elect Mr Cheong Kheng Lim as Director.  
  
(2) To re-elect Mr Cheong Keng Hooi as Director.  
  
(3) To re-elect Mr Wong Yiu Tak as Director.
4. To re-appoint KPMG as Auditor of the Company to hold office from the conclusion of this Meeting until conclusion of the next annual general meeting and to authorise the Directors to fix its remuneration.

To consider and, if thought fit, pass the following resolutions which shall be proposed as Ordinary Resolutions:

**ORDINARY RESOLUTIONS**

5. To authorise the Directors to fix the Directors' remuneration.
- 6.(1) THAT:
  - (a) subject to paragraph (c), pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("Hong Kong Companies Ordinance"), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue, shall not exceed the aggregate of (aa) 10 per cent of the total number of shares of the Company in issue at the date of passing this Resolution and (bb) (if the Directors are so authorised by a separate ordinary resolution of the Company) the total number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the total number of shares of the Company in issue at the date of passing this Resolution) and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Hong Kong Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

‘Rights Issue’ means an offer of shares, or offer or issue of warrants or options to subscribe for shares, open for a period fixed by the Company or the Directors to holders of shares of the Company, or any class of shares, 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 legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong including without limitation disposal of shares which, by reason of such exclusions or arrangements, are not allotted to the shareholders of the Company who would otherwise have been entitled thereto); and

‘shares’ shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

(2) THAT:

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase ordinary shares in the Company be and is hereby generally and unconditionally approved;
- (b) the maximum number of ordinary shares in the Company which may be purchased on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the

total number of shares of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

- (c) for the purpose of this Resolution ‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

‘shares’ shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.

- (3) THAT the Directors be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 6(1) in the notice of this Meeting in respect of the shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

By Order of the Board  
**Associated International Hotels Limited**  
**Ng Sau Fong**  
Company Secretary

Hong Kong, 23 July 2020

**NOTES:**

1. *In the light of concerns over mass gatherings during the novel coronavirus (“COVID-19”) epidemic, the Company will implement certain precautionary measures at the AGM with a view to reducing the risk of infection to attendees, which include:*

- (a) compulsory body temperature check;*
- (b) mandatory health declaration;*
- (c) wearing of surgical mask prior to admission to the AGM venue and throughout the AGM;*
- (d) special seating arrangement to allow for appropriate social distancing (which may result in limited capacity for shareholders to attend the AGM); and*
- (e) NO provision of refreshments or distribution of souvenirs*

*For the sake of the attendees, the Company may deny entry of any person into the AGM venue as permitted by law if he/she:*

- (i) refuses to comply with the precautionary measures referred to in the above (a) to (d);*
- (ii) is subject to health quarantine prescribed by HKSAR Government or has close contact with any person in the said quarantine; or*
- (iii) is suffering from a fever or has any flu-like symptoms*

*The Company reminds attendees that they should carefully consider the risks of attending the AGM. **For health and safety reasons, the Company strongly recommends shareholders to exercise their voting rights by appointing the Chairman of the AGM as their proxy and return their proxy forms by the time specified in Note 2.** Physical attendance in person at the AGM for exercising voting rights is not necessary.*

*Subject to the development of COVID-19, the Company may implement additional measures at the AGM. Attendees of the AGM are advised to check the websites of the Company ([http://aihl.etnet.com.hk/eng/ca\\_calendar.php](http://aihl.etnet.com.hk/eng/ca_calendar.php)) and Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) for any further updated arrangements.*

2. Any member entitled to attend, speak and vote is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not also be a member. Forms of proxy, to be valid, must be lodged with the Company's registered office at 9th Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong or the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (excluding any part of a day that is a public holiday) before the time appointed for the taking of the poll.
3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting should a shareholder so wish, and in such case, the form of proxy submitted shall be deemed to be revoked.
4. Concerning item 6(1) above, approval is being sought from members of the Company for a general mandate to authorise allotment of shares under Section 141 of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). The Directors have no present intention to issue any new shares of the Company pursuant to such approval.
5. Concerning items 6(2) and 6(3), approval is also being sought for a general mandate to purchase shares in the Company. The explanatory statement containing information as required by the Listing Rules is set out in Appendix I to the circular. The Directors have no present intention to effect such purchase.
6. The register of members of the Company will be closed for the purpose of determining shareholders' eligibility to attend, speak and vote at the AGM from Thursday, 3 September 2020 to Thursday, 10 September 2020, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited (whose address is shown in Note 2) not later than 4:30 p.m. on Wednesday, 2 September 2020.  
  
Subject to shareholders' approval on the proposed final dividend at the AGM, the register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to receive the said final dividend from Wednesday, 16 September 2020 to Friday, 18 September 2020, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited (whose address is shown in Note 2) not later than 4:30 p.m. on Tuesday, 15 September 2020. The proposed final dividend will be paid on Monday, 5 October 2020 to shareholders whose names appear on the register of members of the Company on Friday, 18 September 2020 following approval at the AGM.
7. If typhoon signal no. 8 or above or a black rainstorm signal is in force after 8:00 a.m. on the day of the AGM, the said Meeting will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company ([http://aihl.etnet.com.hk/eng/ca\\_calendar.php](http://aihl.etnet.com.hk/eng/ca_calendar.php)) to notify shareholders of the Company in respect of details of the rescheduled meeting.
8. All time and date references contained in this notice refer to Hong Kong times and dates.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.