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# LANGHAM

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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)

## **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND THE INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING**

This announcement is made by Langham Hospitality Investments Limited (the “**Company**”) and LHIL Manager Limited (the “**Trustee-Manager**”, as the trustee-manager of Langham Hospitality Investments (the “**Trust**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

After the close of the market on 2 April 2024, the boards of directors (the “**Boards**”) of the Company and the Trustee-Manager received written notice from Great Eagle Holdings Limited (“**Great Eagle**”) that the Great Eagle group intends to present a detailed proposal for the privatisation by way of scheme of arrangement of the Trust and the Company and the withdrawal of the listing of the Share Stapled Units (as defined in the 2023 annual report of the Company). As at 3 April 2024, 2,330,678,928 Share Stapled Units, representing approximately 70.23% of the issued Share Stapled Units, are held by Great Eagle and its subsidiaries. No firm offer has, however, been made by Great Eagle or any other person in relation to the securities relating to the Trust and the Company. Accordingly, a privatisation or other offer may or may not proceed.

## MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of a firm intention to make an offer pursuant to Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## DEALING DISCLOSURES

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities (as defined in the Takeovers Code) of the Company and the Trust in issue comprised 3,318,869,006 Share Stapled Units (comprising the same number of units in the Trust, ordinary shares of the Company linked to those unit and held by the Trustee-Manager as legal owner (in its capacity as trustee-manager of the Trust) and preference shares of the Company stapled to those units) as at the date of this announcement. In addition, as stated in the announcement of the Company and the Trustee-Manager dated 4 March 2024, the Trust and the Company are considering a proposal to allot and issue additional Share Stapled Units to settle manager fees for the six months ended 31 December 2023 with the prior approval from the independent holders of Share Stapled Units and/or the Stock Exchange.

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 3 April 2024. All associates of Great Eagle and the Trust and the Company (as defined in the Takeovers Code, including shareholders (which in this case would include holders of Share Stapled Units) holding 5% or more of the relevant securities of Great Eagle or the Trust and the Company) are hereby reminded to disclose their dealings in any securities of the Trust and the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **RESUMPTION OF TRADING**

Trading in the Share Stapled Units on the Stock Exchange has been halted with effect from 9:00 a.m. on 3 April 2024 pending the release of this announcement. Application has been made by the Trustee-Manager (as the trustee-manager of Langham Hospitality Investments) and the Company to the Stock Exchange for resumption of trading in the Share Stapled Units on the Stock Exchange with effect from 9:00 a.m. on 5 April 2024.

**Investors should exercise caution when dealing in the securities of Langham Hospitality Investments Limited and Langham Hospitality Investments.**

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

Hong Kong, 3 April 2024

*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\*.*

*The directors of the Boards jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*# Non-executive Directors*

*\* Independent Non-executive Directors*