
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Share Stapled Units (as defined herein) in **Langham Hospitality Investments and Langham Hospitality Investments Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2015 ANNUAL GENERAL MEETING**

A notice convening the 2015 AGM (as defined herein) of Langham Hospitality Investments and Langham Hospitality Investments Limited to be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Monday, 20 April 2015 at 3:30 p.m. is set out on pages N1 to N6 of this circular.

Whether or not you are able to attend the 2015 AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it to the Principal Place of Business in Hong Kong of the Company at Suite 2702, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for holding the 2015 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2015 AGM or any adjournment thereof should you so wish.

16 March 2015



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DEFINITIONS

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

“2015 AGM”	the annual general meeting of unitholders of the Trust and shareholders of the Company to be held on a combined basis as a single meeting characterized as an annual general meeting of Holders of Share Stapled Units, convened by the Trustee-Manager and the Company, will be held at 3:30 p.m. on Monday, 20 April 2015, the Notice of which is set out on pages N1 to N6 of this circular
“AGM”	the annual general meeting of the Trust and the Company to be held on a combined basis
“Company”	Langham Hospitality Investments Limited (朗廷酒店投资有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 29 January 2013
“Company Board”	the board of directors of the Company
“Company’s Articles”	the amended and restated articles of association of the Company adopted on 19 April 2013 with effect from 8 May 2013 as amended, supplemented, substituted or otherwise modified for the time being in force
“Convertible Instruments”	any options, warrants or similar rights for the subscription or issue of Share Stapled Units issued by Langham and any securities issued by the Company or any of its subsidiaries which are convertible into or exchangeable for Share Stapled Units; any references to an issue of Share Stapled Units “pursuant to” any Convertible Instruments mean an issue of Share Stapled Units pursuant to exercise of any subscription (or similar), conversion or exchange rights under the terms and conditions of such Convertible Instruments
“Directors”	the directors of the Trustee-Manager and the Company
“Great Eagle”	Great Eagle Holdings Limited (Stock Code: 41), the holding company of Langham, which held 58.22% of Langham as at the Latest Practicable Date
“Holders of Share Stapled Units”	persons registered at the relevant time in the Share Stapled Units Register as holders of Share Stapled Units, including persons so registered as joint holders of Share Stapled Units

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Langham”	The Trust and the Company
“Latest Practicable Date”	10 March 2015, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice of the 2015 AGM as set out on pages N1 to N6 of this circular
“Ordinary Share(s)”	ordinary share(s) with a nominal value of HK\$0.0005 each in the share capital of the Company conferring the rights set out in the Company’s Articles
“Preference Share(s)”	preference share(s) with a nominal value of HK\$0.0005 each in the share capital of the Company conferring the rights set out in the Company’s Articles
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong as amended, supplemented or otherwise modified for the time being
“Share Stapled Unit(s)”	<p>the combination of the following securities or interests in securities which, subject to the provisions in the Trust Deed, can only be dealt with together and may not be dealt with individually or one without the others:</p> <ul style="list-style-type: none">(a) a Unit in the Trust;(b) the beneficial interest in a specifically identified Ordinary Share of the Company Linked (as defined in the Trust Deed) to the Unit and held by the Trustee-Manager as legal owner in its capacity as trustee-manager of the Trust; and(c) a specifically identified Preference Share of the Company Stapled (as defined in the Trust Deed) to the Unit
“Share Stapled Units Register”	the register of Holders of Share Stapled Units

DEFINITIONS

“Share Stapled Units Registrar”	Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	Langham Hospitality Investments (朗廷酒店投資), as constituted pursuant to the Trust Deed
“Trust Deed”	the trust deed dated 8 May 2013 constituting the Trust entered into between the Trustee-Manager and the Company
“Trustee-Manager”	LHIL Manager Limited (朗廷酒店管理人有限公司) (a company incorporated in Hong Kong with limited liability on 25 January 2013 and an indirect wholly-owned subsidiary of Great Eagle), in its capacity as the trustee-manager of the Trust
“Trustee-Manager Board”	the board of directors of the Trustee-Manager
“Unit”	an undivided interest in the Trust, which confers the rights set out in the Trust Deed as being conferred by a Unit (whether in its own right or as a component of a Share Stapled Unit)

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

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)

Directors of the Trustee-Manager and the Company

Non-Executive Directors:

LO Ka Shui (*Chairman*)

LO Bo Lun, Katherine

Executive Director:

IP Yuk Keung, Albert

(Chief Executive Officer)

Independent Non-Executive Directors:

LIN Syaru, Shirley

SO Yiu Wah, Eric

WONG Kwai Lam

Registered Office of the Company

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111 Cayman Islands

Principal Place of Business in Hong Kong of the Company

Suite 2702, 27th Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

Registered Office of the Trustee-Manager

33rd Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

16 March 2015

To the Holders of Share Stapled Units

Dear Sir or Madam,

GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2015 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Holders of Share Stapled Units with information regarding the proposed general mandate to issue Share Stapled Units, the re-election of retiring Directors of the Trustee-Manager and the Company, and to seek your approval at the 2015 AGM in connection with, inter alia, such matters.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

2. PROPOSED GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS

An ordinary resolution will be proposed at the 2015 AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Share Stapled Units (and securities or Convertible Instruments convertible into Share Stapled Units) not exceeding 20% of the Share Stapled Units in issue as at the date of passing of the relevant ordinary resolution. Any exercise of the general mandate would be subject to any applicable provisions of the Listing Rules, the Trust Deed and the Company's Articles. The mandate shall only remain in effect until the conclusion of the next AGM of the Holders of Share Stapled Units, or the expiration of the period within which such AGM is required to be held, or until revoked, renewed or varied by an ordinary resolution of Holders of Share Stapled Units, whichever occurs first.

Pursuant to Clause 5.4 of the Trust Deed, any other issue of, or any agreement (whether conditional or unconditional) to issue new Share Stapled Units or Convertible Instruments shall require specific prior approval by an ordinary resolution of Holders of Share Stapled Units, except that agreements to issue new Share Stapled Units which are conditional upon specific prior approval by ordinary resolution of Holders of Share Stapled Units may be entered into without first obtaining such prior approval. For avoidance of doubt, Ordinary Resolution numbered 8 as set out in the Notice of 2015 AGM would, upon passing by the Holders of Share Stapled Units, constitute a specific prior approval for this purpose.

As at the Latest Practicable Date, Langham has issued 2,032,888,934 Share Stapled Units. On the assumption that there is no variation to the Share Stapled Units issued by Langham during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Share Stapled Units as referred to above, the maximum number of Share Stapled Units which may be issued pursuant to the mandate would be 406,577,786.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Under the Trust Deed, the directors of the Trustee-Manager must be the same individuals who serve as the directors of the Company at the relevant time; no person shall serve as a director of the Trustee-Manager unless he also serves as a director of the Company at the same time; and the office of a director of the Trustee-Manager shall be vacated if the relevant person ceases to be a director of the Company. Those provisions are also contained in the articles of association of the Trustee-Manager. Accordingly, the retirement by rotation provisions are also applicable, indirectly, in relation to the Trustee-Manager Board.

In accordance with the Company's Articles and the Trust Deed, Ms. Lo Bo Lun, Katherine, Mr. Ip Yuk Keung, Albert and Mr. So Yiu Wah, Eric shall retire from office of both the Company and the Trustee-Manager at the 2015 AGM and, being eligible, offer themselves for re-election.

Biographical details of the retiring Directors proposed to be re-elected at the 2015 AGM are set out in the Appendix to this circular. The re-election of these retiring Directors will be individually voted on by the Holders of Share Stapled Units.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

4. 2015 AGM AND PROXY ARRANGEMENT

At the 2015 AGM, ordinary resolutions will be proposed to approve, inter alia, the general mandate to issue Share Stapled Units and the re-election of retiring Directors.

The Notice is set out on pages N1 to N6 of this circular. Holders of Share Stapled Units are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2015 AGM in accordance with the instructions printed thereon.

Each resolution proposed to approve a matter to be considered by the Holders of Share Stapled Units at the 2015 AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.

The form of proxy provided to Holders of Share Stapled Units for use at the 2015 AGM, and the form of voting paper to be used at the 2015 AGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of Holders of Share Stapled Units to be proposed at the 2015 AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:

- (a) a vote of the Units of the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
- (b) a vote of the Preference Shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's Articles; and
- (c) an instruction to the Trustee-Manager to vote the number of Ordinary Shares held by the Trustee-Manager (as component of the relevant Share Stapled Units) in the same way of the resolution of shareholders of the Company under the Company's Articles.

In respect of each individual Share Stapled Unit, the voting rights conferred by the Unit, the Preference Share and the interest in an Ordinary Share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of Holders of Share Stapled Units to be proposed at the 2015 AGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in the paragraph immediately above.

The Trustee-Manager will not exercise any voting rights in respect of a resolution proposed at the 2015 AGM conferred by those Ordinary Shares held by the Trustee-Manager which are components of Share Stapled Units in respect of which no voting rights are exercised by the Holders of those Share Stapled Units in respect of the relevant resolution at the 2015 AGM.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, Article 13.6 of the Company's Articles and paragraph 3.4 of Schedule 1 of the Trust Deed, the Chairman will put each of the proposed resolutions set out in the Notice to be voted by way of a poll. On a poll, votes may be given either personally, by corporate representative or by proxy. An announcement on the poll results will be published on the websites of the Stock Exchange and Langham on the same day after the 2015 AGM.

5. CLOSURE OF REGISTERS

The Share Stapled Units Register, the register of holders of units, the principal and Hong Kong branch registers of members, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed during the following periods and during these periods, no transfer of Share Stapled Units will be registered:

- (i) For the purpose of ascertaining the entitlement of Holders of Share Stapled Units to attend and vote at the 2015 AGM, the aforesaid registers will be closed from Tuesday, 14 April 2015 to Monday, 20 April 2015, both days inclusive. In order to be eligible to attend and vote at the 2015 AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar for registration not later than 4:30 p.m. on Monday, 13 April 2015.
- (ii) For the purpose of ascertaining the entitlement of Holders of Share Stapled Units to the proposed 2014 final distribution, the aforesaid registers will be closed from Monday, 27 April 2015 to Thursday, 30 April 2015, both days inclusive. In order to qualify for the proposed 2014 final distribution, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar for registration not later than 4:30 p.m. on Friday, 24 April 2015.

6. RECOMMENDATION

The Directors consider that the grant of the general mandate to issue Share Stapled Units and the re-election of retiring Directors are all in the best interests of Langham and the Holders of Share Stapled Units as a whole. Accordingly, the Directors recommend all Holders of Share Stapled Units to vote in favour of the relevant resolutions to be proposed at the 2015 AGM.

LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

7. GENERAL INFORMATION

Your attention is drawn to the Appendix which sets out details of the Directors proposed to be re-elected at the 2015 AGM in accordance with the Listing Rules.

Yours faithfully,
For and on behalf of the boards of
LHIL Manager Limited
and
Langham Hospitality Investments Limited
LO Ka Shui
Chairman

APPENDIX DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Under the Trust Deed, the Trustee-Manager Directors must be the same individuals who serve as the Company Directors at the relevant time. In accordance with the Company's Articles and the Trust Deed, Ms. Lo Bo Lun, Katherine, Mr. Ip Yuk Keung, Albert and Mr. So Yiu Wah, Eric will offer themselves for re-election at the 2015 AGM. Their biographical details are set out below to enable Holders of Share Stapled Units to make an informed decision on their re-election.

1. **Ms. LO Bo Lun, Katherine**, aged 33, has been a Non-executive Director of the Trustee-Manager and the Company since 2013. She is a Member of the Company's Nomination Committee and a Director of the subsidiaries of the Company. She graduated from Yale University with a Bachelor of Arts with distinction in Sociocultural Anthropology, and subsequently earned her Master of Fine Arts Degree from the University of Southern California. She is a hospitality industry professional. She joined the hotel division of Great Eagle Group in 2011 and acted as Executive Director of Langham Hospitality Group Limited. In 2014, she was appointed President of Eaton Hotels. As President, she is launching and overseeing the global rebranding of a new generation of Eaton. She leads the global Eaton team to execute the new Eaton vision in concept, innovation, design, programming, branding, development, project openings, operations, marketing, public relations, and strategic partnerships.

Saved as disclosed above, in the three years preceding the Latest Practicable Date, Ms. Lo did not hold any directorship in other listed public companies.

Ms. Lo is a daughter of Dr. Lo Ka Shui, the Chairman and Non-executive Director of the Trustee-Manager and the Company and also a substantial shareholder, the Chairman and Managing Director of Great Eagle, a substantial Holder of Share Stapled Units of Langham. Saved as disclosed above, Ms. Lo does not have any relationship with any other Directors, senior management or substantial or controlling Holders of Share Stapled Units of Langham. As at the Latest Practicable Date, she does not have any interest in the Share Stapled Units of Langham within the meaning of Part XV of the SFO.

Ms. Lo has entered into a letter of appointment as Non-executive Director of the Company for an initial term of 3 years commencing from 30 May 2013 (date of listing) renewable automatically for a further term of 3 years on the expiry of such term and every successive period of 3 years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles. Ms. Lo is entitled to receive a Director's fee of HK\$150,000 per annum and remuneration of Board Committee of HK\$20,000 per annum. Such fee and remunerations were recommended by the Remuneration Committee with reference to Ms. Lo's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Company Board. The basis and amounts of emoluments paid to Ms. Lo for the financial year ended 31 December 2014 are set out in the Corporate Governance Report and note 15 to the consolidated financial statements contained in Langham's 2014 Annual Report respectively.

Ms. Lo has also entered into a separate letter of appointment as Non-Executive Director of the Trustee-Manager, under which she is not entitled to any Director's fees and remuneration. Pursuant to the Trust Deed, the retirement by rotation provision under the Company's Articles, will also be applicable, indirectly, in relation to the Trustee-Manager Board.

APPENDIX DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, there is no other matters that need to be brought to the attention of the Holders of Share Stapled Units in connection with Ms. Lo's re-election, and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

2. **Mr. IP Yuk Keung, Albert**, aged 62, has been the Executive Director and Chief Executive Officer of the Trustee-Manager and the Company since June 2014. He is also a Director of the subsidiaries of the Company. Mr. Ip is an international banking executive with over 30 years of experience in the United States, Asia and Hong Kong. He was a Real Estate Senior Credit Officer of Citibank since 1989, providing credit initial for approvals of real estate loans originated in Hong Kong and was also involved in financing the acquisition of various hotel assets internationally. He was North Asia Real Estate Head, Hong Kong Corporate Bank Head, Transaction Banking Head – Hong Kong and Asia Investment Finance Head (Global Wealth Management) of Citigroup. He was formerly a Managing Director of Citigroup and Managing Director of Investments in Merrill Lynch (Asia Pacific). Mr. Ip is a Non-executive Director of the Manager of the publicly listed trust, Champion REIT. (Champion REIT is accounted as the subsidiary of Great Eagle, the holding company and a substantial Holder of Share Stapled Units of Langham). Prior to his re-designation as a Non-executive Director on 9 June 2014, Mr. Ip was an Independent Non-executive Director of the Manager of Champion REIT. He is also an Independent Non-executive Director of Hopewell Highway Infrastructure Limited, New World China Land Limited, TOM Group Limited, AEON Credit Service (Asia) Company Limited, Power Assets Holdings Ltd. and Lifestyle International Holdings Limited, all of which are listed on the Stock Exchange.

With a passion to serve in education, Mr. Ip is an Adjunct Professor of Lingnan University and City University of Hong Kong. He is also a Council Member of Lingnan University, a Member of the International Advisory Committee at University of Macau and an Executive Fellow in Asia of Washington University in St. Louis. Mr. Ip holds a Bachelor of Science Degree at Washington University in St. Louis (*summa cum laude*), and Master of Science Degrees at Cornell University and Carnegie-Mellon University. He was an MBA lecturer at University of Pittsburgh, USA. Mr. Ip is an Honorary Fellow of Vocational Training Council. Mr. Ip was appointed as a Member of Legal Aid Services Council in September 2014 and was appointed to the Board of Governors of World Green Organisation Limited effective from 2015.

Saved as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Ip did not hold any directorship in other listed public companies.

As at the Latest Practicable Date, Mr. Ip has a personal interest of 765,000 Share Stapled Units within the meaning of Part XV of the SFO. Saved as disclosed above, Mr. Ip does not have any relationships with any other Directors, senior management or substantial or controlling Holders of Share Stapled Units of Langham.

Mr. Ip has not entered into any service contract with the Company, the Trustee-Manager nor any subsidiary of the Company, which is not determinable by the Company within one year without payment of compensation (other than statutory compensations).

APPENDIX DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Ip is entitled to receive a Director's fee of HK\$50,000 per annum and a basic salary of HK\$1,546,560 per annum for the year ending 31 December 2015. He is also eligible for other fringe benefits and discretionary bonus as may be determined by the Remuneration Committee of the Company from time to time by reference to the prevailing market conditions, the performance of the Company as well as his individual performance. The basis and amounts of emoluments paid to Mr. Ip for the period from 9 June 2014 (date of appointment) to 31 December 2014 are set out in the Corporate Governance Report and note 15 to the consolidated financial statements contained in Langham's 2014 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Holders of Share Stapled Units in connection with Mr. Ip's re-election, and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

3. **Mr. SO Yiu Wah, Eric**, aged 71, has been an Independent Non-executive Director of the Trustee-Manager and the Company since 2013. He is the Chairman of the Company's Remuneration Committee, a Member of the Company's Nomination Committee and a Member of the Audit Committees of the Trustee-Manager and the Company. Mr. So has over 37 years of extensive experience of international hotel management. He had been the Executive Vice President of Langham Hotels International Limited responsible for finance, operations, business development and administration before his retirement in 2009. Prior to that, he held various senior management positions including Group and Regional Financial Controller in the hotel division of Great Eagle and in some other reputable international and Hong Kong hotel groups such as Le Meridien, Hilton and Regal.

Saved as disclosed above, in the three years preceding the Latest Practicable Date, Mr. So did not hold any directorship in other listed public companies.

Saved as disclosed above, Mr. So does not have any relationships with any other Directors, senior management or substantial or controlling Holders of Share Stapled Units of Langham. As at the Latest Practicable Date, he does not have any interest in the Share Stapled Units of Langham within the meaning of Part XV of the SFO.

Mr. So has entered into a letter of appointment as Independent Non-executive Director of the Company for an initial term of 3 years commencing from 30 May 2013 (date of listing) renewable automatically for a further term of 3 years on the expiry of such term and every successive period of 3 years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles. Mr. So is entitled to receive a Director's fee of HK\$200,000 per annum and remunerations of Board Committees in the aggregate sum of HK\$120,000 per annum. Such fee and remunerations were recommended by the Remuneration Committee with reference to Mr. So's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Company Board. The basis and amounts of emoluments paid to Mr. So for the financial year ended 31 December 2014 are set out in the Corporate Governance Report and note 15 to the consolidated financial statements contained in Langham's 2014 Annual Report respectively.

APPENDIX DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. So has also entered into a separate letter of appointment as Independent Non-executive Director of the Trustee-Manager, under which he is not entitled to any Director's fees and remuneration. Pursuant to the Trust Deed, the retirement by rotation provision under the Company's Articles, will also be applicable, indirectly, in relation to the Trustee-Manager Board.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Holders of Share Stapled Units in connection with Mr. So's re-election, and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

NOTICE OF 2015 AGM

LANGHAM

HOSPITALITY INVESTMENTS

Langham Hospitality Investments

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

and

Langham Hospitality Investments Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1270)

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting (“AGM”) of Langham Hospitality Investments (the “Trust”) and Langham Hospitality Investments Limited (the “Company”) (collectively referred as “Langham”), as convened by LHIL Manager Limited (the “Trustee-Manager”, in its capacity as the trustee-manager of the Trust) and the Company, will be held on Monday, 20 April 2015 at 3:30 p.m. at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, for the following purposes:

1. To receive and adopt the audited consolidated Financial Statements of the Trust and the Company for the year ended 31 December 2014, the audited Financial Statements of the Trustee-Manager for the year ended 31 December 2014, together with the Reports of the Directors and the Independent Auditor.
2. To declare a final distribution of HK15.2 cents per Share Stapled Unit for the year ended 31 December 2014.
3. To re-elect Ms. Lo Bo Lun, Katherine as a Non-executive Director.
4. To re-elect Mr. Ip Yuk Keung, Albert as an Executive Director.
5. To re-elect Mr. So Yiu Wah, Eric as an Independent Non-executive Director.
6. To authorize the Directors of the Company to fix their remuneration.
7. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Trust, the Company and the Trustee-Manager, and authorize the Directors of the Trustee-Manager and the Company to fix their remuneration.

NOTICE OF 2015 AGM

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution (which shall serve as an ordinary resolution of registered holders of units under the Trust Deed (as defined hereinafter) and as an ordinary resolution of shareholders of the Company under the Company's amended and restated articles of association):

ORDINARY RESOLUTION

8. **“THAT:**

- (a) subject to paragraphs (b) and (c) of this Resolution and any applicable provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the provisions of the Trust Deed (as defined hereinafter) and the amended and restated articles of association of the Company, the Directors of the Trustee-Manager and the Company be and are hereby granted an unconditional general mandate to allot, issue and deal with additional ordinary shares and preference shares in the Company and additional units in the Trust, to be jointly issued by the Trust and the Company in the form of share stapled units (“**Share Stapled Unit(s)**”) in accordance with the provisions of the Trust Deed, and to allot, issue or grant securities or convertible instruments convertible into Share Stapled Units or similar rights to subscribe for Share Stapled Units or such securities or convertible instruments and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors of the Trustee-Manager and the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Share Stapled Units allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Trustee-Manager and the Company pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); (ii) the exercise of rights of subscription for Share Stapled Units or conversion into Share Stapled Units under the terms of any securities issued by the Trustee-Manager and the Company; or (iii) any distribution reinvestment arrangement or similar arrangement providing for the allotment of Share Stapled Units in lieu of the whole or part of a distribution in respect of the Share Stapled Units in accordance with the amended and restated articles of association of the Company and the Trust Deed, shall not exceed 20% of the aggregate number of Share Stapled Units in issue as at the date of the passing of this Resolution (and the aggregate numbers of units in the Trust and shares in the Company allotted or agreed conditionally to be allotted as components of Share Stapled Units, otherwise than pursuant to any of (i) to (iii) above, shall not exceed 20% of the aggregate number of units or shares (as the case may be) in issue as at the date of passing this Resolution); and

NOTICE OF 2015 AGM

- (d) for the purpose of this Resolution:

“Trust Deed” refers to the trust deed dated 8 May 2013 constituting the Trust entered into between the Trustee-Manager and the Company as amended, supplemented, substituted or otherwise modified from time to time;

“Relevant Period” means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Trust and the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Trust and the Company is required by any applicable law or the amended and restated articles of association of the Company and/or the Trust Deed to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the holders of Share Stapled Units in general meeting, whichever is the earliest;

“Rights Issue” means an offer of Share Stapled Units and/or Convertible Instruments (as defined hereinafter) to all existing holders of Share Stapled Units on a pro rata basis and an offer of Share Stapled Units and/or Convertible Instruments shall be considered and deemed to be made on a pro rata basis notwithstanding that (1) the Trustee-Manager and the Company acting jointly may, after making due enquiry regarding the applicable jurisdiction, determine that Share Stapled Units and/or Convertible Instruments are not to be offered to persons whose addresses are outside Hong Kong, and/or that the Share Stapled Units and/or Convertible Instruments shall be offered on a basis, or containing such other terms, providing for any such other exclusions or adjustments determined by the Trustee-Manager and the Company acting jointly, if the Trustee-Manager and the Company by mutual agreement between them consider such exclusions or adjustments to be necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or under the requirements of any recognized regulatory body or stock exchange, of any territory or jurisdiction outside Hong Kong and/or (2) where and to the extent that holders of Share Stapled Units do not accept any offer of Share Stapled Units and/or Convertible Instruments within the applicable period for acceptance (as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them), such Share Stapled Units and/or Convertible Instruments may be offered or made available to, and taken up by, other persons as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them, subject to compliance with the relevant laws and regulations (including the applicable Listing Rules); and

NOTICE OF 2015 AGM

“**Convertible Instruments**” means any options, warrants or similar rights for the subscription or issue of Share Stapled Units issued by the Trust and the Company and any securities issued by the Company or any subsidiaries of the Company which are convertible into or exchangeable for Share Stapled Units; any references to an issue of Share Stapled Units “pursuant to” any Convertible Instruments means an issue of Share Stapled Units pursuant to exercise of any subscription (or similar), conversion or exchange rights under the terms and conditions of such Convertible Instruments.”

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

Hong Kong, 16 March 2015

Registered Office of the Company:

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

Principal Place of Business in Hong Kong of the Company:

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

Registered Office of the Trustee-Manager:

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

NOTICE OF 2015 AGM

Notes:

1. Any holder of Share Stapled Units entitled to attend and vote at the 2015 AGM (or any adjournment thereof) of the Trust and the Company is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a holder of Share Stapled Units.
2. Where there are joint registered holders of any Share Stapled Unit, any one of such persons may vote at the 2015 AGM, either personally or by proxy, in respect of such Share Stapled Unit as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the 2015 AGM personally or by proxy, that one of the holders so present whose name stands first on the Share Stapled Units Register in respect of such Share Stapled Unit shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased holder of Share Stapled Units in whose name any Share Stapled Unit stands shall for this purpose be deemed joint holders thereof.
3. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited at the Principal Place of Business in Hong Kong of the Company at Suite 2702, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong no later than 48 hours before the time appointed for holding the 2015 AGM (or any adjournment thereof).

Completion and return of the form of proxy will not preclude holders of Share Stapled Units from attending and voting in person at the 2015 AGM should they so wish. In the event that the holders of Share Stapled Units attend the 2015 AGM or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

4. The Share Stapled Units Register, the register of holders of units, the principal and Hong Kong branch registers of members, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed during the following periods and during these periods, no transfer of Share Stapled Units will be registered:
 - (i) For the purpose of ascertaining the entitlement of holders of Share Stapled Units to attend and vote at the 2015 AGM, the aforesaid registers will be closed from Tuesday, 14 April 2015 to Monday, 20 April 2015, both days inclusive. In order to be eligible to attend and vote at the 2015 AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "Share Stapled Units Registrar") for registration not later than 4:30 p.m. on Monday, 13 April 2015.
 - (ii) For the purpose of ascertaining the entitlement of holders of Share Stapled Units to the proposed 2014 final distribution, the aforesaid registers will be closed from Monday, 27 April 2015 to Thursday, 30 April 2015, both days inclusive. In order to qualify for the proposed 2014 final distribution, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar for registration not later than 4:30 p.m. on Friday, 24 April 2015.
5. Each Share Stapled Unit comprises:
 - (a) a unit in the Trust;
 - (b) a beneficial interest in a specifically identified ordinary share in the Company held by the Trustee-Manager, which is "linked" to the unit; and
 - (c) a specifically identified preference share in the Company with is "stapled" to the unit.

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

NOTICE OF 2015 AGM

6. The AGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the 2015 AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.
7. The form of proxy provided to holders of Share Stapled Units for use at the 2015 AGM, and the form of voting paper to be used at the 2015 AGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of holders of Share Stapled Units to be proposed at the 2015 AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
 - (i) a vote of the Units of the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
 - (ii) a vote of the Preference Shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's amended and restated articles of association; and
 - (iii) an instruction to the Trustee-Manager to vote the number of Ordinary Shares held by the Trustee-Manager (as component of the relevant Share Stapled Units) in the same way of the resolution of shareholders of Company under the Company's amended and restated articles of association.
8. In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, and the preference share and the interest in an ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of holders of Share Stapled Units to be proposed at the 2015 AGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 7 above.
9. Concerning Resolution numbered 2 above, the Board of the Company recommended the payment of a final dividend of HK15.2 cents per ordinary share which are held by the Trustee-Manager as component of the relevant Share Stapled Units for the year ended 31 December 2014. Accordingly, the Board of Trustee-Manager shall make a final distribution of HK15.2 cents per Share Stapled Unit for the same year end to the holders of Share Stapled Units whose names appear on the Share Stapled Units Register on 30 April 2015, subject to the approval of the holders of Share Stapled Units at the 2015 AGM. Distribution warrants in respect of the proposed final distribution are expected to be despatched to holders of Share Stapled Units on 14 May 2015.
10. Concerning Resolutions numbered 3 to 5 above, Ms. Lo Bo Lun, Katherine, Mr. Ip Yuk Keung, Albert and Mr. So Yiu Wah, Eric will retire from office at the 2015 AGM and, being eligible, offer themselves for re-election and their biographical details together with other information are set out in Appendix to the circular to holders of Share Stapled Units dated 16 March 2015. Details of Directors' emoluments are set out in note 15 to the consolidated financial statements contained in the 2014 Annual Report of Langham.
11. Concerning Resolution numbered 8 above, the Directors of the Trustee-Manager and the Company wish to state that there are no immediate plans to issue any new Share Stapled Units or warrants.
12. The votes at the 2015 AGM will be taken by poll.