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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 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 2014 ANNUAL GENERAL MEETING**

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A notice convening the 2014 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 Wednesday, 30 April 2014 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 2014 AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Share Stapled Units Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event no later than 48 hours before the time appointed for holding the 2014 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 2014 AGM or any adjournment thereof should you so wish.

18 March 2014



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## DEFINITIONS

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

“2014 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 Wednesday, 30 April 2014, 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 as a single meeting
“Auditor”	the auditor of the Trust, the Company and the Trustee-Manager, from time to time
“Company”	Langham Hospitality Investments Limited (朗廷酒店投資有限公司), 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 57.95% of Langham as at the Latest Practicable Date

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## DEFINITIONS

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“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Langham”	The Trust and the Company
“Latest Practicable Date”	12 March 2014, 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 2014 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"><li>(a) a Unit in the Trust;</li><li>(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</li><li>(c) a specifically identified preference share of the Company Stapled (as defined in the Trust Deed) to the Unit</li></ul>

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## DEFINITIONS

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“Share Stapled Units Register”	the register of registered Holders of Share Stapled Units
“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)

# 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:*

Katherine Margaret BENSON

*(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

18 March 2014

*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 2014 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 2014 AGM in connection with, inter alia, such matters.

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## **LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD**

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### **2. PROPOSED GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS**

An ordinary resolution will be proposed at the 2014 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 11 as set out in the Notice of 2014 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 2,012,373,688 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 402,474,737.

### **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, all Directors shall retire from office of both the Company and the Trustee-Manager at the 2014 AGM and, being eligible, offer themselves for re-election.

Biographical details of the retiring Directors proposed to be re-elected at the 2014 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.

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## LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

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### 4. 2014 AGM AND PROXY ARRANGEMENT

At the 2014 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 convening the 2014 AGM 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 2014 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 2014 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 2014 AGM, and the form of voting paper to be used at the 2014 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 2014 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 2014 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 2014 AGM conferred by those Ordinary Shares held by the Trustee-Manager which are components of the 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 2014 AGM.

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## LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

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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 2014 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 2014 AGM, the aforesaid registers will be closed from Thursday, 24 April 2014 to Wednesday, 30 April 2014, both days inclusive. In order to be eligible to attend and vote at the 2014 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 Wednesday, 23 April 2014.
- (ii) For the purpose of ascertaining the entitlement of Holders of Share Stapled Units to the proposed 2013 final distribution, the aforesaid registers will be closed from Friday, 9 May 2014 to Wednesday, 14 May 2014, both days inclusive. In order to qualify for the proposed 2013 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 Thursday, 8 May 2014.

### 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 2014 AGM.

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**LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD**

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**7. GENERAL INFORMATION**

Your attention is drawn to the Appendix which sets out details of the Directors proposed to be re-elected at the 2014 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*

*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, all Directors will offer themselves for re-election at the forthcoming 2014 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. **Dr. LO Ka Shui**, aged 67, has been the Chairman and Non-executive Director of the Trustee-Manager and the Company since 2013. He is a Member of the Remuneration Committee and of the Nomination Committee of the Company, and is also a Director of the subsidiaries of the Company. He is the Chairman and Managing Director of Great Eagle Holdings Limited, and the Chairman and Non-executive Director of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion REIT on the Main Board of the Stock Exchange). He is an Independent Non-executive Director of Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited, China Mobile Limited and City e-Solutions Limited, which are listed on the Main Board of the Stock Exchange. He is also the Vice President of the Real Estate Developers Association of Hong Kong, the Trustee of the Hong Kong Centre for Economic Research, the Vice Chairman of The Chamber of Hong Kong Listed Companies and a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority. Dr. Lo was a Non-executive Director of The Hongkong and Shanghai Banking Corporation Limited up to his retirement on 22 May 2012 and an Independent Non-executive Director of Vanke Property (Overseas) Limited (formerly known as "Winsor Properties Holdings Limited") up to his resignation on 1 September 2012. He was a Board Member of the Hong Kong Airport Authority up to his retirement on 31 May 2011 and the Chairman of The Chamber of Hong Kong Listed Companies up to his retirement on 27 June 2013.

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

He graduated from McGill University with a Bachelor of Science Degree and from Cornell University with a Doctor of Medicine (M.D.) Degree. He was certified in Internal Medicine and Cardiology. He has more than 30 years experience in property and hotel development and investment both in Hong Kong and overseas.

As at the Latest Practicable Date, Dr. Lo was taken to be interested in 1,166,164,688 Share Stapled Units within the meaning of Part XV of the SFO. He is a Substantial Shareholder, the Chairman and Managing Director of Great Eagle, which is an associated corporation and a substantial Holder of Share Stapled Units of Langham within the meaning of Part XV of the SFO. The details of his interests in associated corporation(s) of Langham are disclosed in the Report of Directors as set out in the 2013 Annual Report of Langham. Dr. Lo is the father of Ms. Lo Bo Lun, Katherine, a Non-executive Director of the Trustee-Manager and the Company. Saved as disclosed above, Dr. Lo does not have any relationship with any other Director, senior management, substantial or controlling Holder of Share Stapled Units of Langham.

Dr. 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 three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles. Dr. Lo is entitled to receive a Director's fee of HK\$250,000 per annum and remunerations of Board Committees in the aggregate sum of HK\$45,000 per annum. Such fee and remunerations were recommended by the Remuneration Committee with reference to Dr. Lo's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Board of Directors of the Company. The prorated Director's fee and Board Committees' remunerations paid to Dr. Lo for the financial year ended 31 December 2013 were approximately HK\$175,000.

Dr. Lo has also entered into a separate letter of appointment as 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 Board of Directors of the Trustee-Manager.

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 Dr. 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. **Ms. LO Bo Lun, Katherine**, aged 32, 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 was named a Director of Langham Hospitality Group Limited in 2012. Her responsibilities include representing the Executive Chairman of Great Eagle, monitoring the financial performance of owned hotel assets, and acting as a leader of brands, culture, and design for existing hotels and hotels in development.

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 of the Trustee-Manager and the Company. Saved as disclosed above, Ms. Lo does not have any relationship with any other Director, senior management, substantial or controlling Holder 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 three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles of Association. 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 Board of Directors of the Company. The prorated Director's fee and Board Committee's remuneration paid to Ms. Lo for the financial year ended 31 December 2013 were approximately HK\$101,000.

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 Board of Directors of the Trustee-Manager.

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.

3. **Ms. Katherine Margaret BENSON**, aged 57, has been the Executive Director and Chief Executive Officer of the Trustee-Manager and the Company since 2013. She joined the Great Eagle Group in January 2000 as the General Manager of The Langham, Melbourne (formerly Sheraton Melbourne). Prior to the listing of Langham, she was the Regional Vice President for the Langham Hospitality Group, the hotel division of Great Eagle, in Americas and Caribbean. Ms. Benson's career in the hotel industry spans over 35 years specialising in general management and operations, human resources, asset management and development. Her career has covered assignments in Europe, North America, Middle East, China and Australia. She holds a Master of Business Administration degree from Bond University, Australia and is a Graduate of the Australian Institute of Company Directors.

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

Saved as disclosed above, Ms. Benson 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, she is the founder of an Australian Pension Fund which owns 7,000 Share Stapled Units of Langham.

Ms. Benson 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).

Ms. Benson is entitled to receive a Director's fee of HK\$50,000 per annum and a 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 her individual performance. The basis and amounts of emoluments paid to Ms. Benson for the financial year ended 31 December 2013 are set out in the Corporate Governance Report and note 15 to the consolidated financial statements contained in Langham's 2013 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 Ms. Benson'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.

4. **Dr. LIN Syaru, Shirley**, aged 45, has been an Independent Non-executive Director of the Trustee-Manager and the Company since 2013. She is the Chairman of the Company's Nomination Committee, a Member of the Company's Remuneration Committee and a Member of the Audit Committees of the Trustee-Manager and the Company. Since 2010, Dr. Lin has been a Member of the Founding Faculty of the Professional Master's Program in Global Political Economy at The Chinese University of Hong Kong. She retired as a Partner of Goldman Sachs, where she led the Principal Investment Area for Asia ex-Japan, managing investments in more than fifty companies across multiple industries in twelve countries. Prior to focusing on private equity and venture capital, Dr. Lin was involved in the privatisation of state-owned enterprises in China, Singapore and Taiwan. She had served on the boards of numerous private and public companies and is currently a Director of Key Safety Systems and Mercuries Life Insurance which is publicly listed in Taiwan. She received her Master's Degree in International and Public Affairs with distinction and her Ph.D. in Politics and Public Administration from The University of Hong Kong and her A.B. from Harvard College, *cum laude*.

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

Dr. Lin 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, she does not have any interest in the Share Stapled Units of Langham within the meaning of Part XV of the SFO.

Dr. Lin 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 three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles of Association. Dr. Lin 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\$105,000 per annum. Such fee and remunerations were recommended by the Remuneration Committee with reference to Dr. Lin's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Board of Directors of the Company. The prorated Director's fee and Board Committees' remunerations paid to Dr. Lin for the financial year ended 31 December 2013 were approximately HK\$180,000.

Dr. Lin has also entered into a separate letter of appointment as Independent 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 Board of Directors of the Trustee-Manager.

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 Dr. Lin'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.

5. **Mr. SO Yiu Wah, Eric**, aged 70, 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 36 years of extensive experience of international hotel management. He had been the Executive Vice President of the 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 three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles of Association. 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 Board of Directors of the Company. The prorated Director's fee and Board Committees' remunerations paid to Mr. So for the financial year ended 31 December 2013 were approximately HK\$189,000.

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 Board of Directors of the Trustee-Manager.

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.

6. **Mr. WONG Kwai Lam**, aged 64, has been an Independent Non-executive Director of the Trustee-Manager and the Company since 2013. He is the Chairman of the Audit Committees of the Trustee-Manager and the Company, and a Member of the Company's Remuneration Committee and the Company's Nomination Committee. Mr. Wong is an Independent Non-executive Director, a Member of each of the Audit Committee and Designated (Finance) Committee of ARA Asset Management (Prosperity) Limited, the Manager of publicly listed Prosperity Real Estate Investment Trust on the Main Board of the Stock Exchange. He is also an Independent Non-executive Director and a Member of each of the Remuneration and Appraisal Committee and Related-Party Transaction Control Committee of China Merchants Bank Co., Ltd., a company listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange, and an Independent Non-executive Director and a Member of each of the Remuneration Committee and Nomination Committee of K. Wah International Holdings Limited, a company listed on the Main Board of the Stock Exchange. Mr. Wong is currently the Chairman of IncitAdv Consultants Ltd., a Director of Opera Hong Kong Limited, a Member of the Board of Trustees and a Member of the Investment Committee of the Board of Trustees of New Asia College of The Chinese University of Hong Kong. He is a Member of the Hospital Governing Committee of the Prince of Wales Hospital and a Member of a Committee working on a hospital project of The Chinese University of Hong Kong. He was formerly a Member of the Advisory Committee and a Member of the Real Estate Investment Trust (REIT) Committee of the Securities and Futures Commission in Hong Kong and a Member of the China Committee of the Hong Kong Trade Development Council.

Mr. Wong has over 33 years of experience in the Commercial and Investment banking industry. He worked with Merrill Lynch (Asia Pacific) Ltd. from May 1993 to August 2009 where he served as a Managing Director in the Asia Investment Banking Division since January 1995. He was appointed as a Senior Client Advisor to Merrill Lynch (Asia Pacific) Ltd. in September 2009 and served in that position for one year. Prior to that, Mr. Wong had been a Director in the Investment Banking Division of CS First Boston (Hong Kong) Ltd. and a Director and the Head of Primary Market in Standard Chartered Asia Limited.

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

Mr. Wong holds a Bachelor of Arts Degree from The Chinese University of Hong Kong and a Ph. D from Leicester University, England.

Mr. Wong 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. Wong 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 three years thereafter, subject to the provision of retirement and rotation of Directors under the Company's Articles of Association. Mr. Wong 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\$145,000 per annum. Such fee and remunerations were recommended by the Remuneration Committee with reference to Mr. Wong's duties and responsibilities with the Company, and the prevailing market conditions and approved by the Board of Directors of the Company. The prorated Director's fee and Board Committees' remunerations paid to Mr. Wong for the financial year ended 31 December 2013 were approximately HK\$204,000.

Mr. Wong 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 Board of Directors of the Trustee-Manager.

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. Wong'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.

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## NOTICE OF 2014 AGM

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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)

## **NOTICE OF 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 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 Wednesday, 30 April 2014 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 consider the audited consolidated Financial Statements of the Trust and the Company for the year ended 31 December 2013, the audited Financial Statements of the Trustee-Manager for the period ended 31 December 2013, together with the Reports of the Directors and the Independent Auditor.
2. To declare a final distribution in respect of the Share Stapled Units jointly issued by the Trust and the Company, of HK18.8 cents per Share Stapled Unit for the period from 30 May 2013 (date of listing) to 31 December 2013.
3. To re-elect Dr. Lo Ka Shui as a Non-executive Director.
4. To re-elect Ms. Lo Bo Lun, Katherine as a Non-executive Director.
5. To re-elect Ms. Katherine Margaret Benson as an Executive Director.
6. To re-elect Dr. Lin Syaru, Shirley as an Independent Non-executive Director.
7. To re-elect Mr. So Yiu Wah, Eric as an Independent Non-executive Director.
8. To re-elect Mr. Wong Kwai Lam as an Independent Non-executive Director.
9. To authorize the Directors of the Trustee-Manager and the Company to fix their remuneration.
10. 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.

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## NOTICE OF 2014 AGM

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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 RESOLUTIONS

11. **“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 Company and the Trustee-Manager; 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;

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## NOTICE OF 2014 AGM

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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

- (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

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## NOTICE OF 2014 AGM

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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

“**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, 18 March 2014

*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

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## NOTICE OF 2014 AGM

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*Notes:*

1. Any holder of Share Stapled Units entitled to attend and vote at the 2014 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 2014 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 2014 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 with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (the "**Share Stapled Units Registrar**") no later than 48 hours before the time appointed for holding the 2014 AGM (or any adjournment thereof).

Completion and return of the form of proxy shall not preclude holders of Share Stapled Units from attending and voting in person at the 2014 AGM should they so wish. In the event that the holders of Share Stapled Units attend the 2014 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 register 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 2014 AGM, the aforesaid registers will be closed from Thursday, 24 April 2014 to Wednesday, 30 April 2014, both days inclusive. In order to be eligible to attend and vote at the 2014 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 Wednesday, 23 April 2014.
  - (ii) For the purpose of ascertaining the entitlement of holders of Share Stapled Units to the proposed 2013 final distribution, the aforesaid registers will be closed from Friday, 9 May 2014 to Wednesday, 14 May 2014, both days inclusive. In order to qualify for the proposed 2013 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 Thursday, 8 May 2014.
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 which 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.

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## NOTICE OF 2014 AGM

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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 2014 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 2014 AGM, and the form of voting paper to be used at the 2014 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 2014 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 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 the Company under the Company's 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 2014 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 recommends the payment of a final dividend of HK18.8 cents per ordinary share which are held by the Trustee-Manager as component of the relevant Share Stapled Units for the period from 30 May 2013 (date of listing) to 31 December 2013. Accordingly, the Board of Trustee-Manager shall make a final distribution of HK18.8 cents per Share Stapled Units for the same period to the holders of Share Stapled Units whose names appear on the Share Stapled Units Register on 14 May 2014, subject to the approval of the holders of Share Stapled Units at the 2014 AGM. Distribution warrants in respect of the proposed final distribution are expected to be despatched to holders of Share Stapled Units on 29 May 2014.
10. Concerning Resolutions numbered 3 to 8 above, all Directors of the Trustee-Manager and the Company will retire from office at the 2014 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 18 March 2014. Details of Directors' emoluments are set out in note 15 to the consolidated financial statements contained in the 2013 Annual Report.
11. Concerning Resolution numbered 11 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 2014 AGM will be taken by poll.