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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 you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shangri-La Asia Limited, you should at once hand this circular together with 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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**SHANGRI-LA GROUP**

**Shangri-La Asia Limited**

(Incorporated in Bermuda with limited liability)

website: [www.ir.shangri-la.com](http://www.ir.shangri-la.com)

(Stock code: 00069)

**PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED DIRECTORS' FEES  
PROPOSED AMENDMENTS TO BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Resolutions will be proposed at the Annual General Meeting of Shangri-La Asia Limited to be held at the Atrium, Level 39, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong SAR on Friday, 29 May 2026 at 10:30 am to approve, *inter alia*, the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual General Meeting are enclosed with this circular. If you are a registered shareholder of the Company as at close of 22 May 2026, you are entitled to attend, speak and vote, in person or by proxy, at the meeting. If you wish to appoint proxy(ies), you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong SAR not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and/or voting at the meeting if you so wish, but if you do so, the appointment of your proxy(ies) will then be considered revoked.

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# CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	4
2. Proposed grant of Share Repurchase Mandate.....	5
3. Proposed re-election of Retiring Directors.....	5
4. Proposed Directors' Fees .....	6
5. Proposed amendments to Bye-Laws .....	7
6. Annual General Meeting .....	7
7. Recommendation .....	8
<b>Appendix I — Explanatory statement on the Share Repurchase Mandate</b> .....	9
<b>Appendix II — Information of Retiring Directors</b> .....	12
<b>Appendix III — Proposed Directors' Fees</b> .....	19
<b>Appendix IV — Particulars of amendments to Bye-Laws</b> .....	20
<b>Notice of Annual General Meeting</b> .....	59

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:30 am on Friday, 29 May 2026 at the Atrium, Level 39, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong SAR (or any adjournment thereof)
“Audit & Risk Committee”	the audit & risk committee of the Company
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as amended from time to time
“Bye-Laws Amendments”	the proposed amendments to the Bye-Laws as set out in Appendix IV to this circular
“Chairman” or “Deputy Chairman”	chairman and deputy chairman (if any), respectively, of the Board
“Company”	Shangri-La Asia Limited, an exempted company incorporated in Bermuda with limited liability, whose shares are primarily listed on the Main Board of the HKSE with secondary listing on the Singapore-SE
“Director(s)”	the director(s) of the Company
“Directors’ Fee(s)”	the Directors’ fee(s) (including the fee(s) payable to members of the Nomination Committee, the Remuneration & Human Capital Committee and the Audit & Risk Committee) for the year ending 31 December 2026
“Executive Committee”	the executive committee of the Company
“Executive Director(s)”	executive Director(s)
“Group”	the Company and its subsidiaries
“Group CEO”	chief executive officer of the Company/Group
“Group CFO”	chief financial officer of the Company/Group

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## DEFINITIONS

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“Group CIO”	chief investment officer of the Company/Group
“HKSE”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	independent non-executive Director(s)
“KGL”	Kerry Group Limited, a Substantial Shareholder
“KHL”	Kerry Holdings Limited, a Substantial Shareholder
“Latest Practicable Date”	9 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the HKSE
“Nomination Committee”	the nomination committee of the Company
“Non-executive Director(s)”	non-executive Director(s)
“Notice”	the notice convening the Annual General Meeting, a copy of which is set out in this circular
“Recognised Stock Exchange”	any stock exchange recognised by the Securities and Futures Commission of Hong Kong and the HKSE for the purpose of securities repurchases
“Record Date”	close of 22 May 2026, and Shareholders registered as at such time shall be entitled to attend, speak and vote, in person or by proxy, at the Annual General Meeting
“Remuneration & Human Capital Committee”	the remuneration & human capital committee of the Company
“Repurchase Resolution”	the ordinary resolution to approve the Share Repurchase Mandate referred to in the Notice
“Retiring Director(s)”	the Director(s) who offer themselves up for re-election as a Director at the Annual General Meeting in accordance with the Bye-Laws, being Mr CHUA Chee Wui, Mr TEO Nee Chuan, Mr LIM Beng Chee, Mr YAP Chee Keong and Mr CHUA Yuan Wen William

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be given to the Directors to exercise the powers of the Company to repurchase at any time until the next annual general meeting of the Company or such earlier period as stated in the Repurchase Resolution the Shares up to a maximum of 10% of the fully paid-up Shares in issue (excluding any treasury shares) at the date of the Repurchase Resolution
“Shareholder(s)”	the holder(s) of Share(s)
“Singapore-SE”	Singapore Exchange Securities Trading Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to it in the Listing Rules

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## LETTER FROM THE BOARD

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### SHANGRI-LA GROUP

#### **Shangri-La Asia Limited**

(Incorporated in Bermuda with limited liability)

website: [www.ir.shangri-la.com](http://www.ir.shangri-la.com)

(Stock code: 00069)

*Executive Directors:*

Ms KUOK Hui Kwong (*Chairman and Group CEO*)

Mr CHUA Chee Wui (*Group CIO*)

Mr TEO Nee Chuan (*Group CFO and Group Head  
of Investment and Asset Management (China)*)

*Registered office:*

Victoria Place

5/F, 31 Victoria Street

Hamilton HM10

Bermuda

*Non-executive Director:*

Mr LIM Beng Chee

*Head office and principal place  
of business in Hong Kong:*

28/F Kerry Centre

683 King's Road

Quarry Bay

Hong Kong SAR

*Independent Non-executive Directors:*

Professor LI Kwok Cheung Arthur

Mr YAP Chee Keong

Mr LI Xiaodong Forrest

Mr ZHUANG Chenchao

Ms KHOO Shulamite N K

Mr CHUA Yuan Wen William

24 April 2026

Dear Shareholders,

**PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED DIRECTORS' FEES  
PROPOSED AMENDMENTS TO BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with:

- (a) information on the Share Repurchase Mandate;
- (b) information on each of the Retiring Directors;
- (c) information on the proposed Directors' Fees;
- (d) information on the Bye-Laws Amendments; and
- (e) the Notice.

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## LETTER FROM THE BOARD

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Pursuant to Rule 10.06(1)(a)(iii) of the Listing Rules, the Share Repurchase Mandate has to be granted and approved by Shareholders by a specific or general approval.

Pursuant to Rule 13.74 of the Listing Rules, information on each Director proposed for re-election at the Annual General Meeting shall be disclosed to Shareholders.

Shareholders shall also resolve to fix or approve the fees payable to Directors.

Pursuant to Rule 13.51(1) of the Listing Rules, this circular contains an explanation of the effect of proposed amendments to the Bye-Laws and the full terms of the proposed amendments. Pursuant to the Bye-Laws, any amendment to the Bye-Laws shall be subject to approval by a special resolution of the Shareholders.

Each of the relevant resolutions hereof will be considered at the Annual General Meeting convened by the Notice.

### **2. PROPOSED GRANT OF SHARE REPURCHASE MANDATE**

The Repurchase Resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors. The Share Repurchase Mandate, if granted, will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the Repurchase Resolution.

Shareholders should refer to the explanatory statement contained in Appendix I to this circular, which sets out information in relation to the Share Repurchase Mandate.

### **3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with bye-law 99 of the Bye-Laws, the following Directors will retire and are eligible to be re-elected as Directors at the Annual General Meeting in accordance with the Bye-Laws:

- (a) Mr CHUA Chee Wui (Executive Director);
- (b) Mr LIM Beng Chee (Non-executive Director); and
- (c) Mr YAP Chee Keong (Independent Non-executive Director).

Mr CHUA Yuan Wen William (Independent Non-executive Director) and Mr TEO Nee Chuan (Executive Director) were appointed an Independent Non-executive Director on 16 March 2026 and an Executive Director on 30 March 2026, respectively, and in accordance with the Bye-Laws, will hold office until the Annual General Meeting and are eligible to be re-elected as Directors at the Annual General Meeting.

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## LETTER FROM THE BOARD

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All Retiring Directors offer themselves for re-election at the Annual General Meeting.

In accordance with the terms of reference of the Nomination Committee and the Company's nomination policy, the Nomination Committee has (among other things):

- (a) evaluated the performance, the contribution and the particulars of each of the Retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) reviewed the independence confirmation received from each Independent Non-executive Director and assessed the independence of each of them.

In the evaluation, the Nomination Committee is of the opinion that:

- (a) each of the Retiring Directors has contributed positively to the Board as well as its composition and diversity under the board diversity policy of the Company;
- (b) each Independent Non-executive Director does not concurrently hold more than six directorships of companies listed on the HKSE; and
- (c) all Independent Non-executive Directors fulfil the requirements of independent non-executive director as stipulated under Rule 3.13 of the Listing Rules and also have confirmed not having cross-directorship with any other Director in any other companies or bodies (other than the Company and its investee companies), and the Nomination Committee is not aware of any relationships or circumstances that might influence any Independent Non-executive Director in exercising independent judgment, and is satisfied that each Independent Non-executive Director has the required independence to fulfil the role of an Independent Non-executive Director.

Accordingly, the Nomination Committee has recommended to the Board, and the Board has resolved, to propose to re-elect each of the Retiring Directors at the Annual General Meeting.

The information pertaining to each of the Retiring Directors required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

#### **4. PROPOSED DIRECTORS' FEES**

Resolution to fix the Directors' Fees will be proposed at the Annual General Meeting. The proposed terms of the Directors' Fees are set out in Appendix III to this circular.

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## LETTER FROM THE BOARD

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### 5. PROPOSED AMENDMENTS TO BYE-LAWS

Reference is made to the announcement of the Company dated 26 March 2026 in relation to the Bye-Laws Amendments.

A special resolution on the Bye-Laws Amendments (which will be adopted by way of a set of amended and restated bye-laws of the Company) will be proposed at the Annual General Meeting to (i) align with the regulatory requirements on expanded paperless listing regime (including but not limited to enabling the Company to hold hybrid general meetings and exclusively electronic general meetings and allowing electronic voting); (ii) allow any notices or documents to be given or issued by the Company by means of website without additional consent or notification; and (iii) make other consequential and housekeeping changes in accordance with, or to better align with the Listing Rules and other applicable laws.

Details of the Bye-Laws Amendments are set out in Appendix IV to this circular.

The legal advisers to the Company as to Hong Kong laws confirmed that the Bye-Laws Amendments conform with the requirements of the Listing Rules. The legal advisers to the Company as to Bermuda laws confirmed that the Bye-Laws Amendments do not contravene or violate Bermuda law.

Shareholders are advised that the Bye-Laws are written in the English language and the Chinese translation is for reference only. In the event of any discrepancy between the English and Chinese versions, the English version shall prevail.

### 6. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out in this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, inter alia, the grant of the Share Repurchase Mandate, the re-election of each of the Retiring Directors and the Directors' Fees, and a special resolution will be proposed to approve the Bye-Laws Amendments.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Shareholders as at the Record Date are entitled to attend, speak and vote, in person or by proxy, at the Annual General Meeting. If you wish to appoint proxy(ies), you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong SAR not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and/or voting at the Annual General Meeting if you so wish, but if you do so, the appointment of your proxy(ies) will then be considered revoked.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors are of the opinion that the resolutions regarding, inter alia, the grant of the Share Repurchase Mandate, the re-election of the Retiring Directors, the fixing of the proposed Directors' Fees and the Bye-Laws Amendments, as set out respectively in the Notice, are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
On behalf of the Board of  
**Shangri-La Asia Limited**  
**KUOK Hui Kwong**  
*Chairman and Group CEO*

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the Repurchase Resolution to be proposed at the Annual General Meeting.

### **1. SHARE REPURCHASE PROPOSAL**

As at the Latest Practicable Date, the Company has 3,585,525,056 fully paid-up Shares in issue. It is proposed that up to a maximum of 10% of the fully paid-up Shares in issue (excluding any treasury shares) at the date of passing of the Repurchase Resolution may be repurchased by the Directors. Subject to the passing of the Repurchase Resolution, on the basis that the number of Shares in issue after the Latest Practicable Date and prior to the Annual General Meeting remains unchanged, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a maximum of 358,552,505 fully paid-up Shares on the HKSE or on the Singapore-SE or on any Recognised Stock Exchange. As at the Latest Practicable Date, the Shares are traded on the HKSE and the Singapore-SE only.

If the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the share issuance mandate in ordinary resolution no. 6A as set out in the Notice and in accordance with the Listing Rules and applicable laws and regulations of Bermuda. To the extent that any treasury shares are deposited with CCASS pending resale on the HKSE, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

### **2. REASONS FOR REPURCHASES**

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

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its constitutional documents and the laws of Bermuda.

Taking into account the financial position of the Company as at the Latest Practicable Date, there may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period.

In any event, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. GENERAL**

Neither the explanatory statement contained in Appendix I to this circular nor the Share Repurchase Mandate has any unusual features. The Directors will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate upon passing of the Repurchase Resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have a present intention, in the event that the Repurchase Resolution is adopted by the Shareholders, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Repurchase Mandate is approved.

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights in the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company, and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, KGL was directly or indirectly interested in 1,799,537,010 Shares <sup>(Note)</sup> as recorded in the register required to be kept under Section 336 of the SFO, which constituted approximately 50.19% of the Shares in issue. If the Share Repurchase Mandate were to be exercised in full, KGL would (assuming that there is no change in the relevant facts and circumstances) hold approximately 55.77% of the Shares in issue.

Based on the information of the 12-month period prior to the Latest Practicable Date, the increase in shareholding due to the exercise of the Share Repurchase Mandate in full will not give rise to an obligation on the part of KGL and/or parties acting in concert with KGL to make a mandatory offer as referred to above.

*Note: Such Shares include deemed interest in Shares held by a subsidiary of Shangri-La Hotel Public Company Limited, a subsidiary of the Company which is listed on the Thailand stock exchange.*

**5. SHARE REPURCHASES MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company has not repurchased any Shares whether on the HKSE or on the Singapore-SE or on any Recognised Stock Exchange.

**6. MARKET PRICES**

The highest and lowest prices at which the Shares have been traded on the HKSE during each of the previous 12 months preceding the Latest Practicable Date were as follows:

<b>Year</b>	<b>Month</b>	<b>Highest price</b> <i>HK\$</i>	<b>Lowest price</b> <i>HK\$</i>
2025	April	4.66	3.99
	May	4.82	4.28
	June	4.56	4.00
	July	4.80	4.30
	August	5.05	4.47
	September	4.68	4.47
	October	4.89	4.45
	November	4.92	4.45
	December	4.94	4.57
2026	January	4.94	4.62
	February	5.39	4.75
	March	5.00	4.29
	April (up to the Latest Practicable Date)	4.59	4.41

The following are the particulars of the Retiring Directors required to be disclosed under Rule 13.74 of the Listing Rules:

**Executive Directors**

**1. Mr CHUA Chee Wui**

- (a) Mr CHUA, aged 59, Singaporean, joined the Group in February 2018 as Executive Vice President of Special Projects, and was subsequently appointed Head of Investment and Asset Management in January 2019. He served as Group Chief Financial Officer from August 2022 to March 2026. He was appointed Group Chief Investment Officer in September 2019 and an Executive Director in September 2022. He is also a member of the Executive Committee.
- (b) Mr CHUA holds a Bachelor's degree in Engineering Science from University of Oxford, United Kingdom, and is a Chartered Financial Analyst Charterholder.
- (c) Mr CHUA has not held any directorship in any other listed company in the last three years. Prior to joining the Group, he had extensive global and regional experience across various industries, and previous roles included being general manager (Strategic Development) and chief executive officer (Integrated Engineering) of Keppel Corporation Limited and executive vice president of Singbridge International Singapore Pte Limited (subsidiary of Temasek Holdings (Private) Limited).
- (d) Under his employment contract, Mr CHUA is entitled to a monthly base salary of HK\$535,000, plus discretionary bonus, short-term and long-term incentives and benefits. His emoluments are approved by the Remuneration & Human Capital Committee and determined by reference to his performance, contribution, increased responsibilities and/or market/sector trends as well as market conditions and business and individual performances. His emoluments received for the last financial year have been set out in the Company's 2025 annual report.
- (e) In accordance with the Bye-Laws, Mr CHUA shall be subject to retirement by rotation, and in any event no later than the third annual general meeting of the Company after he was so elected or re-elected at a general meeting of the Company, but will be eligible for re-election at the meeting.
- (f) Mr CHUA does not have any relationship (as defined in the Listing Rules) with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

- (g) As at the Latest Practicable Date, Mr CHUA was interested or deemed to be interested in the following Shares and/or underlying Shares pursuant to Part XV of the SFO:

*Shares*

Name of company	Class of shares	Number of shares held				Total
		Personal interests	Family interests	Corporate interests	Other interests	
The Company	Ordinary	1,162,400	—	—	—	1,162,400

*Underlying Shares – award shares granted under the Company’s award scheme(s)*

Date of grant	Number of award shares as at the Latest Practicable Date	Consideration per award share (HK\$)	Vesting date/period
17 July 2023	187,800	Nil	17 July 2025 – 17 July 2026
5 July 2024	511,700	Nil	5 July 2025 – 5 July 2027
7 July 2025	975,000	Nil	7 July 2026 – 7 July 2028
Total	<u>1,674,500</u>		

## 2. Mr TEO Nee Chuan

- (a) Mr TEO, aged 55, Malaysian, was appointed an Executive Director and Group Chief Financial Officer in March 2026. He is also a member of the Executive Committee.
- (b) Mr TEO holds a Bachelor’s degree in Accounting and Financial Analysis from The University of Warwick, United Kingdom. He is a Chartered Certified Accountant in the United Kingdom and a Certified Public Accountant in the United States of America and Hong Kong.
- (c) Mr TEO is an independent director of 111, Inc (listed on the Nasdaq) and the chairman and an executive director of China World Trade Center Company Limited (an associate of the Company and listed on the Shanghai stock exchange). Prior to joining the Group, he was a chief financial officer of DDB Greater China Group, Rnomac International Limited, H World Group Limited, BioDuro-Sundia and SICC Co Limited.

- (d) Under his employment contract, Mr TEO is entitled to a monthly remuneration of HK\$413,160 plus discretionary bonus, short-term and long-term incentives and benefits. His emoluments are approved by the Remuneration & Human Capital Committee and determined by reference to his performance, contribution, increased responsibilities and/or market/sector trends as well as market conditions and business and individual performances.
- (e) In accordance with the Bye-Laws, Mr TEO shall be subject to retirement by rotation, and in any event no later than the third annual general meeting of the Company after he was so elected or re-elected at a general meeting of the Company, but will be eligible for re-election at the meeting.
- (f) Mr TEO does not have any relationship (as defined in the Listing Rules) with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.
- (g) As at the Latest Practicable Date, Mr TEO was interested or deemed to be interested in the following Shares and/or underlying Shares pursuant to Part XV of the SFO:

*Shares*

Name of company	Class of shares	Number of shares held				Total
		Personal interests	Family interests	Corporate interests	Other interests	
The Company	Ordinary	20,000	—	—	—	20,000

*Underlying Shares – award shares granted under the Company’s award scheme(s)*

Date of grant	Number of award shares as at the Latest Practicable Date	Consideration per award share (HK\$)	Vesting date/period
7 July 2025	112,900	Nil	7 July 2026
	112,900	Nil	7 July 2027
	116,300	Nil	7 July 2028
Total	<u>342,100</u>		

**Non-executive Director****3. Mr LIM Beng Chee**

- (a) Mr LIM, aged 58, Singaporean, was a Non-executive Director from September 2016 to December 2016, an Executive Director and the Group CEO from January 2017 to December 2022. He was re-designated as a Non-executive Director in January 2023.
- (b) Mr LIM holds a Bachelor's degree in Physics from University of Oxford, United Kingdom and an MBA (Accountancy) from Nanyang Technological University, Singapore.
- (c) Mr LIM is a director of Mandai Park Holdings Pte Limited and Mandai Resorts Pte Limited (subsidiaries of Temasek Holdings (Private) Limited). He was the chairman and an executive director of China World Trade Center Company Limited (an associate of the Company and listed on the Shanghai stock exchange), a director and the chief executive officer of CapitaMalls Asia Limited (currently known as CapitaLand Mall Asia Limited) (listed on the Singapore-SE, delisted in July 2014), a non-executive director and member of the audit committee of Changi Airports International Pte Limited and an independent director of Raffles Medical Group Limited (listed on the Singapore-SE).
- (d) There is no service contract between Mr LIM and any member of the Group. He will be entitled to the Directors' Fees, subject to approval of the Shareholders at the Annual General Meeting, which are determined with reference to the level of fees payable by listed companies in Hong Kong, Singapore or other relevant and comparable markets where applicable, and the respective level of responsibilities, skills and commitments required of the Non-executive Directors. His emoluments received for the last financial year have been set out in the Company's 2025 annual report.
- (e) In accordance with the Bye-Laws, Mr LIM shall be subject to retirement by rotation, and in any event no later than the third annual general meeting of the Company after he was so elected or re-elected at a general meeting of the Company, but will be eligible for re-election at the meeting.
- (f) Mr LIM does not have any relationship (as defined in the Listing Rules) with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

- (g) As at the Latest Practicable Date, Mr LIM was interested or deemed to be interested in the following Shares and/or underlying Shares pursuant to Part XV of the SFO:

*Shares*

Name of company	Class of shares	Number of shares held				Total
		Personal interests	Family interests	Corporate interests	Other interests	
The Company	Ordinary	1,058,000	—	—	—	1,058,000

**Independent Non-executive Directors**

**4. Mr YAP Chee Keong**

- (a) Mr YAP, aged 65, Singaporean, was appointed an Independent Non-executive Director in December 2017. He is also the chairman of the Audit & Risk Committee and a member of the Remuneration & Human Capital Committee.
- (b) Mr YAP holds a Bachelor's degree in Accountancy from National University of Singapore and is a fellow of the CPA Australia, the Institute of Singapore Chartered Accountants and Singapore Institute of Directors.
- (c) Mr YAP is an independent non-executive director of Sembcorp Industries Limited, Seatrium Limited (formerly known as Sembcorp Marine Limited) (both listed on the Singapore-SE), Ensign Infosecurity Pte Limited, Pacific International Lines (Pte) Limited and Singapore Life Holdings Pte Limited (formerly known as Aviva Singlife Holdings Pte Limited). He is a non-executive director of OFI Group Limited and a non-executive deputy chairman of Olam Group Limited (listed on the Singapore-SE). He was an independent non-executive director of Maxeon Solar Technologies, Limited (listed on the Nasdaq), chief financial officer of Singapore Power Limited and an executive director of The Straits Trading Company Limited (listed on the Singapore-SE).
- (d) Mr YAP was an independent non-executive director of Olam International Limited, CapitaMalls Asia Limited (currently known as CapitaLand Mall Asia Limited), Tiger Airways Holdings Limited, Hup Soon Global Corporation Limited (all delisted from the Singapore-SE), Citibank Singapore Limited, Certis CISCO Security Pte Limited, MediaCorp Pte Limited and InterOil Corporation (delisted from the New York stock exchange), a non-executive director of ARA Asset Management Limited (delisted from the Singapore-SE) and Malaysia Smelting Corporation Berhad (listed on both the Malaysia stock exchange and the Singapore-SE) and a director of The Straits Trading Company Limited (listed on the Singapore-SE).

- (e) There is no service contract between Mr YAP and any member of the Group. He will be entitled to the Directors' Fees, subject to approval of the Shareholders at the Annual General Meeting, which are determined with reference to the level of fees payable by listed companies in Hong Kong, Singapore or other relevant and comparable markets where applicable, and the respective level of responsibilities, skills and commitments required of the Non-executive Directors. His emoluments received for the last financial year have been set out in the Company's 2025 annual report.
- (f) In accordance with the Bye-Laws, Mr YAP shall be subject to retirement by rotation, and in any event no later than the third annual general meeting of the Company after he was so elected or re-elected at a general meeting of the Company, but will be eligible for re-election at the meeting.
- (g) Mr YAP does not have any relationship (as defined in the Listing Rules) with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.
- (h) As at the Latest Practicable Date, Mr YAP was not interested and not deemed to be interested in any Shares and/or underlying Shares pursuant to Part XV of the SFO.

#### **5. Mr CHUA Yuan Wen William**

- (a) Mr CHUA, aged 56, Chinese, was appointed an Independent Non-executive Director in March 2026. He is also a member of the Audit & Risk Committee.
- (b) Mr CHUA holds a Bachelor of Arts degree in Economics from Princeton University, United States of America, and a Juris Doctor degree from Harvard Law School, United States of America. Mr CHUA is a member of the New York State Bar and is admitted as a solicitor in Hong Kong SAR.
- (c) Mr CHUA has not held any directorship in any other listed company in the last three years. Prior to his retirement from the full-time practice of law in April 2023, Mr CHUA spent nearly 30 years in private practice and was a partner at two New York-headquartered international law firms (Sullivan & Cromwell LLP and Debevoise & Plimpton LLP). Mr CHUA's practice focused on private equity, mergers & acquisitions, corporate finance and strategic transactions in the Asia-Pacific region, including Hong Kong, Mainland China, Southeast Asia, Australia, India, Korea and Japan. He also regularly advised boards, committees and executive teams on corporate governance, fiduciary duty, risk oversight and regulatory compliance matters.

- (d) There is no service contract between Mr CHUA and any member of the Group. He will be entitled to the Directors' Fees, subject to approval of the Shareholders at the Annual General Meeting, which are determined with reference to the level of fees payable by listed companies in Hong Kong, Singapore or other relevant and comparable markets where applicable, and the respective level of responsibilities, skills and commitments required of the Non-executive Directors.
- (e) In accordance with the Bye-Laws, Mr CHUA shall be subject to retirement by rotation, and in any event no later than the third annual general meeting of the Company after he was so elected or re-elected at a general meeting of the Company, but will be eligible for re-election at the meeting.
- (f) Mr CHUA does not have any relationship (as defined in the Listing Rules) with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.
- (g) As at the Latest Practicable Date, Mr CHUA was not interested and not deemed to be interested in any Shares and/or underlying Shares pursuant to Part XV of the SFO.

Save as mentioned above, there are no other matters concerning any of the Retiring Directors that need to be brought to the attention of the Shareholders nor any other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules as required under Rule 13.74 of the Listing Rules.

The Directors recommended the Directors' Fees for the year ending 31 December 2026 as follows:

- (i) a fee of HK\$450,000 (2025: HK\$450,000) per annum be payable to each Non-executive Director, subject to such terms (including as to pro-rating for the financial year) as the Directors (or a duly authorised committee thereof) may in their absolute discretion see fit;
- (ii) a fee of HK\$100,000 (2025: HK\$100,000) and HK\$75,000 (2025: HK\$75,000) per annum be payable to the chairman and each other member, respectively, of the Nomination Committee who is not an Executive Director, subject to such terms (including as to pro-rating for the financial year) as the Directors (or a duly authorised committee thereof) may in their absolute discretion see fit;
- (iii) a fee of HK\$200,000 (2025: HK\$200,000) and HK\$90,000 (2025: HK\$90,000) per annum be payable to the chairman and each other member, respectively, of the Remuneration & Human Capital Committee who is not an Executive Director, subject to such terms (including as to pro-rating for the financial year) as the Directors (or a duly authorised committee thereof) may in their absolute discretion see fit; and
- (iv) a fee of HK\$335,000 (2025: HK\$335,000) and HK\$200,000 (2025: HK\$200,000) per annum be payable to the chairman and each other member, respectively, of the Audit & Risk Committee who is not an Executive Director, subject to such terms (including as to pro-rating for the financial year) as the Directors (or a duly authorised committee thereof) may in their absolute discretion see fit.

The Directors' Fees are determined with reference to the level of fees payable by listed companies in Hong Kong, Singapore or other relevant and comparable markets where applicable, and the respective level of responsibilities, skills and commitments required of the Non-executive Directors.

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

The Bye-Laws Amendments involving the adjustments to the numbering of articles and the non-substantive amendments that do not affect the meaning of the articles, such as globally replacing “notice” and “notices” with “Notice” and “Notices” respectively, are not shown separately.

The other Bye-Laws Amendments are set out as follows:

Article No.	Existing Bye-Laws	Amended Bye-Laws
1(A)	Newly added	<p><i>(New bye-law)</i></p> <p>...</p> <p><u>“Director” shall mean a director of the Company;</u></p> <p>...</p> <p><u>“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium;</u></p> <p><u>“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</u></p> <p>...</p> <p><u>“hybrid meeting” shall mean a general meeting convened for the (i) physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;</u></p> <p>...</p>

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p><u>“<b>Meeting Location</b>” shall have the meaning given to it in Bye-Law 69A, and includes the Principal Meeting Place;</u></p> <p>...</p> <p><u>“<b>Memorandum of Association</b>” shall mean the memorandum of association of the Company as may from time to time be amended;</u></p> <p>...</p> <p><u>“<b>Notice</b>” shall mean written notice unless otherwise specifically stated in these Bye-Laws and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Bye-Laws, the Statutes or the Listing Rules. For the avoidance of doubt, Notice may be provided in physical or electronic form;</u></p> <p>...</p> <p><u>“<b>physical meeting</b>” shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u></p> <p><u>“<b>Principal Meeting Place</b>” shall have the meaning given to it in Bye-Law 63;</u></p> <p>...</p>

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
	<p>“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form.</p>	<p>“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing <u>or reproducing</u> words or figures in a legible and non-transitory form <u>or, to the extent permitted by and in accordance with the Statutes and, where applicable, the Listing Rules, any visible substitute for writing (including an electronic communication), or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the member’s election comply with the Statutes and, where applicable, the Listing Rules.</u></p>
1(B)	Newly added	<p><i>(New bye-law)</i></p> <p><u>To the extent any provision in these Bye-Laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Companies Act, the provisions in these Bye-Laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
1(C)	Newly added	<p><i>(New bye-law)</i></p> <p><u>References to the right of a member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.</u></p>
1(D)	Newly added	<p><i>(New bye-law)</i></p> <p><u>A reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-Laws, and “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-Law 69E.</u></p>

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
1(E)	Newly added	<p><i>(New bye-law)</i></p> <p><u>References to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-Laws to be made available at the meeting, and “participate” and “participating” in the business of a general meeting shall be construed accordingly.</u></p>
1(F)	Newly added	<p><i>(New bye-law)</i></p> <p><u>References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u></p>
1(G)	Newly added	<p><i>(New bye-law)</i></p> <p><u>Any reference to the term “place” within these Bye-Laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by the Statutes and, where applicable, the Listing Rules. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
3	Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, subject to the Companies Act and with the sanction of a Special Resolution, be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or, if so authorised by the Memorandum of Association of the Company, at the option of the holder.	Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, subject to the Companies Act and with the sanction of a Special Resolution, be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or, if so authorised by the Memorandum of Association of the Company, at the option of the holder.

Article No.	Existing Bye-Laws	Amended Bye-Laws
5(A)	<p>Subject to paragraph (D) below, for the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third of the voting rights of the issued shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two members present in person or by proxy or by duly authorised corporate representative (whatever the number of shares held by them) and that any holder of shares of the class present in person or by proxy may demand a poll.</p>	<p>Subject to paragraph (D) below, for the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third of the voting rights of the issued shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two members present in person or by proxy or by duly authorised corporate representative (whatever the number of shares held by them) and that any holder of shares of the class present in person or by proxy <u>or by a duly authorised corporate representative</u> may demand a poll.</p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
60	<p>The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>	<p>The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the <del>notice</del><u>Notice</u> calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. <del>A meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</del> <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Bye-Law 69A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
63	<p>An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act and the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:</p> <p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.</p>	<p>An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' <del>notice</del><u>Notice</u> in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days' <del>notice</del><u>Notice</u> in writing. The notice <del>period</del> shall be exclusive of the day on which <del>the Notice</del><u>it</u> is served or deemed to be served and of the day for which it is given,<del>—and</del> <u>The Notice</u> shall specify (a) <u>the day and the hour of meeting</u>, (b) <u>save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-Law 69A, the principal place of meeting (the “Principal Meeting Place”)</u>, (c) <u>if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting</u>, and (d) <u>particulars of resolutions to be considered at the meeting</u> <del>the place, the day and the hour of meeting</del> and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such <del>notices</del><u>Notices</u> from the Company, provided that, subject to the provisions of the Companies Act and the Listing</p>

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice <u>period</u> than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:</p> <p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.</p>
67	<p>If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and (where applicable) at such place(s) and in such form and manner as shall be decided by the Board in accordance with Bye-Law 60.</p>	<p>If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and (where applicable) <u>same place(s) or to such time</u> and (where applicable) <u>at</u> such place(s) and in such form and manner <u>referred to in Bye-Law 60 as the Chairman of the meeting (or in default, the Board) may absolutely determine</u>as shall be decided by the Board in accordance with Bye-Law 60.</p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
68	<p>The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their number to be Chairman.</p>	<p>(A) The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their number to be Chairman.</p> <p>(B) <u>If the Chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-Law 68(A) above) shall preside as Chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
69	<p>The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	<p><del>The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</del></p> <p><u>Subject to Bye-Law 69C the Chairman may (without the consent of the meeting at which there is no quorum) or shall at the direction of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/ or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the Chairman, or as the case may be, the meeting shall determine, but no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the details set out in Bye-Law 63 but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.</u></p>

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
69A(1)	Newly added	<p><i>(New bye-law)</i></p> <p><u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p>
69A(2)	Newly added	<p><i>(New bye-law)</i></p> <p><u>All general meetings are subject to the following:</u></p> <p>(a) <u>where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>(c) <u>where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p> <p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-Laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
69B	Newly added	<p data-bbox="887 261 1066 293"><i>(New bye-law)</i></p> <p data-bbox="887 342 1359 1498"><u>The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
69C	Newly added	<p data-bbox="887 257 1066 285"><i>(New bye-law)</i></p> <p data-bbox="887 321 1359 385"><u>If it appears to the Chairman of the general meeting that:</u></p> <p data-bbox="887 421 1359 789">(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-Law 69A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u></p> <p data-bbox="887 825 1359 987">(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p data-bbox="887 1023 1359 1221">(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p data-bbox="887 1257 1359 1455">(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></p> <p data-bbox="887 1491 1359 1925"><u>then, without prejudice to any other power which the Chairman of the meeting may have under these Bye-Laws or at common law, the Chairman may, at the Chairman's absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
69D	Newly added	<p data-bbox="887 261 1359 297"><i>(New bye-law)</i></p> <p data-bbox="887 342 1359 1366"><u>The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-Law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
69E	Newly added	<p data-bbox="887 261 1359 293"><i>(New bye-law)</i></p> <p data-bbox="887 336 1359 1570"><u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Board, in its absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/ or change the electronic facilities and/ or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further Notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-Law shall be subject to the following:</u></p> <p data-bbox="887 1623 1359 1921">(a) <u>when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of such meeting);</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>(b) <u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;</u></p> <p>(c) <u>when a meeting is postponed or changed in accordance with this Bye-Law, subject to and without prejudice to Bye-Law 69, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-Laws not less than forty-eight hours before the time of the postponed or changed meeting; and</u></p> <p>(d) <u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the members.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
69F	Newly added	<p data-bbox="887 261 1066 293"><i>(New bye-law)</i></p> <p data-bbox="887 342 1359 736"><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-Law 69C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
69G	Newly added	<p data-bbox="887 757 1066 789"><i>(New bye-law)</i></p> <p data-bbox="887 838 1359 1270"><u>Without prejudice to other provisions in Bye-Laws 69-69F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
70	<p>Subject to the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:</p> <p>(i) by the Chairman of the meeting; or</p> <p>(ii) by at least three members present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or</p> <p>(iii) by any member or members present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or</p> <p>(iv) by any member or members present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.</p> <p>Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>	<p><del>Subject to the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:</del></p> <p><del>(i) by the Chairman of the meeting; or</del></p> <p><del>(ii) by at least three members present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or</del></p> <p><del>(iii) by any member or members present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or</del></p> <p><del>(iv) by any member or members present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.</del></p> <p><del>Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</del></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p><u>At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll save that the Chairman of the meeting may in good faith and in compliance with the Listing Rules, allow a resolution which relates purely to a procedural and administrative matter to be voted on by a show of hands in which case every member present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative), or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a member which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Bye-Law, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Chairman may determine.</u></p> <p><u>Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:</u></p> <p><u>(i) the Chairman of the meeting; or</u></p> <p><u>(ii) at least three members present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p><u>(iii) any member or members present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or</u></p> <p><u>(iv) any member or members present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.</u></p> <p><u>In the case of a physical meeting where a resolution is voted on by a show of hands, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</u></p>
70A	<p>Notwithstanding any other provisions in these Bye-Laws, if the aggregate proxies held by (i) the Chairman of a particular meeting, and (ii) the Directors, account for five (5) per cent or more of the total voting rights at that meeting; and if on a show of hands in respect of any resolution, the meeting votes in the opposite manner to that instructed in those proxies, the Chairman of the meeting and/or any Director holding proxies as aforesaid shall demand a poll, unless it is apparent from the total proxies held by those persons that a vote taken on a poll will not reverse the vote taken on a show of hands.</p>	<p><i>(This bye-law will be deleted.)</i></p> <p><del>Notwithstanding any other provisions in these Bye-Laws, if the aggregate proxies held by (i) the Chairman of a particular meeting, and (ii) the Directors, account for five (5) per cent or more of the total voting rights at that meeting; and if on a show of hands in respect of any resolution, the meeting votes in the opposite manner to that instructed in those proxies, the Chairman of the meeting and/or any Director holding proxies as aforesaid shall demand a poll, unless it is apparent from the total proxies held by those persons that a vote taken on a poll will not reverse the vote taken on a show of hands.</del></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
71	<p>If a poll is demanded as aforesaid, it shall (subject as provided in Bye-Law 72) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.</p>	<p><del>If a poll is demanded as aforesaid, it shall (subject as provided in Bye-Law 72) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.</del></p> <p><u>The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.</u></p>
72	<p>Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.</p>	<p>Intentionally deleted.</p> <p><del>Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.</del></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
73	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.	<del>In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.</del> <u>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Bye-Laws or by the Companies Act. In the case of an equality of votes, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote in addition to any other vote he may have. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.</u>
74	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.	Intentionally deleted. <del>The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.</del>
77	Any person entitled under Bye-Law 46 to be registered as the holder of any shares may attend, speak and vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to attend and vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to attend and vote at such meeting in respect thereof.	Any person entitled under Bye-Law 46 to be registered as the holder of any shares may attend, speak and vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least <del>forty-eight</del> <u>48</u> hours before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which he proposes to attend and vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to attend and vote at such meeting in respect thereof.

Article No.	Existing Bye-Laws	Amended Bye-Laws
80(D)	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.
82	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.	<p><del>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.</del></p> <p><u>The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
83	<p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to attend and vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending, speaking and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p><del>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to attend and vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending, speaking and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</del></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>(A) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and Notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>(B) <u>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the Notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
85	<p>The instrument appointing a proxy to attend, speak and vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a member for use by him for appointing a proxy to attend, speak and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	<p>The instrument appointing a proxy to attend, speak and vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a member for use by him for appointing a proxy to attend, speak and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates.</p>
86	<p>A vote given in accordance with the terms of an instrument of proxy or power of attorney or by duly authorised corporate representative shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>	<p>A vote given in accordance with the terms of an instrument of proxy or power of attorney or by duly authorised corporate representative shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.</p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
121	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.</p>	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing <u>or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director</u> or (if the recipient consents to it being <u>made available on a website</u>) <u>by making it available on a website or by telephone</u> <del>or by telephone or by telex or telegram</del> <u>at the address from time to time notified to the Company by such Director</u> or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that <del>notices</del><u>Notices</u> of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such <del>notices</del><u>Notices</u> need not be given any earlier than <del>notices</del><u>Notices</u> given to Directors not so absent and in the absence of any such request it shall not be necessary to give <del>notice</del><u>Notice</u> of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive <del>notice</del><u>Notice</u> of any meeting either prospectively or retrospectively.</p>

**APPENDIX IV                      PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
162(C)	<p>The Company may send summarised financial statements to members of the Company who have, in accordance with the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by the Auditor’s report and notice informing the member how to notify the Company that he elects to receive the full financial statements. The summarised financial statements, notice and Auditor’s report must be sent not less than twenty-one days before the general meeting to those members that consented and elected to receive the summarised financial statements.</p>	<p>The Company may send summarised financial statements to members of the Company who have, in accordance with the Statutes and <del>any applicable rules prescribed by The Stock Exchange of Hong Kong Limited</del><u>the Listing Rules</u>, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by the Auditor’s report and <del>notice</del><u>Notice</u> informing the member how to notify the Company that he elects to receive the full financial statements. The summarised financial statements, <del>notice</del><u>Notice</u> and Auditor’s report must be sent not less than twenty-one days before the general meeting to those members that consented and elected to receive the summarised financial statements.</p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
167(A)	<p>(1) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Bye-Laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.</p> <p>(2) A notice in respect of any document (including a share certificate) may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by leaving it at that address addressed to the member or by any other means authorised in writing by the member concerned or by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a computer network and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.</p>	<p><del>(1) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Bye-Laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.</del></p> <p><del>(2) A notice in respect of any document (including a share certificate) may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by leaving it at that address addressed to the member or by any other means authorised in writing by the member concerned or by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a computer network and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.</del></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
	<p>(3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-Laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.</p>	<p><del>(3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-Laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.</del></p> <p><u>(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-Laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</u></p> <p><u>(a) by serving it personally on the relevant person;</u></p> <p><u>(b) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company in accordance with Bye-Law 168;</u></p> <p><u>(c) by delivering or leaving it at such address as aforesaid;</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>(d) <u>by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the stock exchange in the Relevant Territory;</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-Law 167(A) (3) without the need for any additional consent or notification;</u></p> <p>(f) <u>by publishing it on the Company's website or the website of the stock exchange in the Relevant Territory without the need for any additional consent or notification; or</u></p> <p>(g) <u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes.</u></p> <p>(2) <u>In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(3) <u>Every member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which Notices can be served upon him.</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		(4) <u>Subject to the Statutes and the terms of these Bye-Laws, any Notice, document or publication, including but not limited to the documents referred to in Bye-Laws 162(B) and 167 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.</u>
169	Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a member noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper or posted on a computer network shall be deemed to have been served or delivered on the day it was so published or posted.	Any <del>notice</del> Notice or other document; <del>if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a member noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper or posted on a computer network shall be deemed to have been served or delivered on the day it was so published or posted.</del>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>(a) <u>if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</u></p> <p>(b) <u>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</u></p> <p>(c) <u>if placed or published on either the Company's website or the website of the stock exchange in the Relevant Territory, shall be deemed to have been given or served on the day on which the Notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p>

Article No.	Existing Bye-Laws	Amended Bye-Laws
		<p>(d) <u>if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and</u></p> <p>(e) <u>if published as an advertisement in a newspaper or other publication permitted under these Bye-Laws, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>
170	<p>A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p>A <del>notice</del>Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the <del>notice</del>Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

**APPENDIX IV PARTICULARS OF AMENDMENTS TO BYE-LAWS**

Article No.	Existing Bye-Laws	Amended Bye-Laws
172	Any notice or document delivered or sent by post to, or left at the registered address of, any member in pursuance of these presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.	Any <del>notice</del> <u>Notice</u> or document delivered or sent <u>in any manner permitted by</u> <del>by post to, or left at the registered address of, any member in pursuance of these</del> presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has <del>notice</del> <u>Notice</u> of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such <del>notice</del> <u>Notice</u> or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
173	The signature to any notice to be given by the Company may be written or printed.	The signature to any <del>notice</del> <u>Notice</u> to be given by the Company may be written or printed <u>or in electronic form</u> .

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## NOTICE OF ANNUAL GENERAL MEETING

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### SHANGRI-LA GROUP

#### **Shangri-La Asia Limited**

(Incorporated in Bermuda with limited liability)

website: [www.ir.shangri-la.com](http://www.ir.shangri-la.com)

(Stock code: 00069)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shangri-La Asia Limited (“**Company**”) will be held at the Atrium, Level 39, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong SAR on Friday, 29 May 2026 at 10:30 am for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and, if thought fit, adopt the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2025.
2. To declare a final dividend for the year ended 31 December 2025.
3. To re-elect each of the following retiring directors:
  - A. Mr CHUA Chee Wui;
  - B. Mr TEO Nee Chuan;
  - C. Mr LIM Beng Chee;
  - D. Mr YAP Chee Keong; and
  - E. Mr CHUA Yuan Wen William.
4. To fix directors’ fees (including fees payable to members of the nomination committee, the remuneration & human capital committee and the audit & risk committee) for the year ending 31 December 2026.
5. To re-appoint Messrs PricewaterhouseCoopers as the auditor of the Company for the ensuing year and to authorise the directors of the Company to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

A. **THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue additional shares in the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option under any share option scheme or similar arrangement for the grant or issue to option holders of shares in the Company, (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company, and (iv) any specific authority, shall not exceed 20% of the aggregate number of shares in the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).

Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HKSE**”) and applicable laws and regulations.

**B. THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on the HKSE or on the Singapore Exchange Securities Trading Limited or on any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the HKSE for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the HKSE or that of any other stock exchange as amended from time to time (as the case may be), be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of shares in the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. **THAT**, conditional upon the passing of the above resolution number 6B, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of such number of shares representing the aggregate number of shares in the Company repurchased by the Company under the authority granted by the resolution set out as resolution number 6B, provided that such number of shares shall not exceed 10% of the aggregate number of shares in the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution.

### SPECIAL RESOLUTION

7. To consider as special business and, if thought fit, pass the following resolution as a special resolution:
- A. **THAT** the proposed amendments to the existing bye-laws of the Company as set out in Appendix IV to the circular of the Company dated 24 April 2026 (“**Proposed Amendments**”) be and are hereby approved and confirmed;
- B. **THAT** the amended and restated bye-laws of the Company, which contains substantially the Proposed Amendments, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby adopted in substitution for, and to the exclusion of, the existing bye-laws of the Company with effect from the date of the passing of this resolution; and
- C. **THAT** any one of the directors or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as he or she may in his or her sole opinion and absolute discretion consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments, including without limitation, attending to the necessary filings in Bermuda and Hong Kong.

By order of the board of  
**Shangri-La Asia Limited**  
**SEOW Chow Loong Iain**  
*Company Secretary*

Hong Kong, 24 April 2026

*Head office and principal place of business in Hong Kong:*  
28/F Kerry Centre  
683 King’s Road  
Quarry Bay  
Hong Kong SAR

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Every registered shareholder as shown in the registers of members of the Company holding share(s) in the Company (“Share(s)”) as at close of 22 May 2026 (“Record Date”) is entitled to attend, speak and vote at the meeting (or at any adjournment thereof) convened by this notice (“Meeting”) and is entitled to appoint up to two individuals as his proxies to attend, speak and vote instead of him by a prescribed proxy form. The number of proxies appointed by a clearing house (or its nominee) (as defined in the Company’s bye-laws) is not subject to the aforesaid limitation. A proxy need not be a shareholder of the Company.
2. A shareholder may only have one form of proxy valid at any one time and if a shareholder submits more than one form of proxy, the last form of proxy duly received in the manner set out in the proxy form shall be treated as the only valid form of proxy.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder of any Share will for this purpose be deemed joint holders thereof.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority), must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong SAR, not less than 48 hours before the time appointed for holding the Meeting.
5. The registers of members of the Company will be closed from 26 May 2026 to 29 May 2026, both dates inclusive, during which no transfer of shares will be effected. In order to qualify for the right to attend, speak and vote at the Meeting, all share transfers accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at the above address no later than 4:30 pm on the Record Date.
6. The board of directors of the Company has recommended a final dividend of HK10 cents per Share for 2025 payable on 15 June 2026, to shareholders whose names appear on the registers of members of the Company as at close of 4 June 2026 (subject to shareholders’ approval of the payment of the final dividend at the Meeting). In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at the above address no later than 4:30 pm on 4 June 2026.
7. All the resolutions set out in this notice shall be decided by poll.
8. In the event of typhoon signal number 8 or above, a black rainstorm warning signal, or announcement of “extreme conditions” after super typhoons is hoisted/issued or remains hoisted/in issue at any time between 7:00 am to 10:30 am on the date of the Meeting in Hong Kong, please refer to any announcement posted by the Company on its website or on the website of The Stock Exchange of Hong Kong Limited.
9. Completion and return of the form of proxy will not preclude you from attending and/or voting at the Meeting if you so wish, but if you do so, the appointment of your proxy(ies) under the form will then be considered revoked.