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英皇集團（國際）有限公司*
Emperor International Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 163)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Emperor International Holdings Limited (the “**Company**”) will be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 2 February 2021 at 11:00 a.m., for the purpose of considering and, if think fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT**

1. (a) the sale and purchase Agreement dated 27 November 2020 between (1) Emperor Property Investment Limited as vendor and (2) New Global Developments Limited as purchaser, for the sale and purchase of (a) the entire equity interest of Oriental Peak Limited and (b) all loan, interest and all other sums owing by Oriental Peak Limited to Emperor Property Investment Limited (the “**Sale and Purchase Agreement**”) as at the completion of the aforesaid agreement (a copy of which was tabled at the meeting marked “A” and signed by the Chairperson of the meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

* *for identification purpose only*

- (b) any one or more directors of the Company be and is hereby authorized to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated thereunder the Sale and Purchase Agreement (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).
2. (i) the Aggregate Tenancy Annual Caps for 2020 EWJ MLA and 2020 EWJ (Hotel) MLA be and are hereby ratified, confirmed and approved and (ii) any one director of the Company be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2020 EWJ MLA and 2020 EWJ (Hotel) MLA (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the directors of the Company);
 3. (i) the Aggregate Tenancy Annual Caps for 2020 ECUG MLA be and are hereby ratified, confirmed and approved and (ii) any one director of the Company be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2020 ECUG MLA (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the directors of the Company);
 4. (i) the Aggregate Tenancy Annual Caps for 2020 ECG MLA be and are hereby ratified, confirmed and approved and (ii) any one director of the Company be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2020 ECG MLA (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the directors of the Company);
 5. (i) the Aggregate Tenancy Annual Caps for 2020 Ulferts MLA be and are hereby ratified, confirmed and approved and (ii) any one director of the Company be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2020 Ulferts MLA (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the directors of the Company); and
 6. (i) the Aggregate Tenancy Annual Caps for 2020 MLA(II) be and are hereby ratified, confirmed and approved and (ii) any one director of the Company be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2020 MLA(II) (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

Remarks for Resolution No. 2:

The Aggregate Tenancy Annual Caps for 2020 EWJ MLA and 2020 EWJ (Hotel) MLA are bundled into one resolution because Emperor E Hotel is a subsidiary of the Company, thus the Tenancy Transactions conducted under such agreements are regarded as between the Group (including Emperor E Hotel Group as defined in the circular of the Company dated 24 December 2020 in relation to “Continuing Connected Transactions 2020 Master Leasing Agreements”) and Emperor W&J Group.

By order of the board
Emperor International Holdings Limited
Liu Chui Ying
Company Secretary

Hong Kong, 24 December 2020

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*
28th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Notes:

- (i) For details regarding Resolution No. 1, please refer to the circular of the Company dated 24 December 2020 regarding “Discloseable and Connected Transaction Disposal of Entire Equity Interest in Oriental Peak Limited”. For details regarding Resolutions No. 2 – No. 6, please refer to the circular of the Company dated 24 December 2020 in relation to “Continuing Connected Transactions 2020 Master Leasing Agreements”. Unless indicated otherwise, capitalized terms used in the respective Resolutions shall have the same meanings as those defined in the respective circulars.
- (ii) Considering the outbreak of coronavirus disease 2019 (“**COVID-19**”), certain measures will be implemented at the special general meeting (“**SGM**”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees being required to (a) undergo compulsory body temperature check; (b) submit compulsorily health declaration form; and (c) wear surgical face masks prior to admission to the SGM venue (no mask will be provided at the SGM venue) and throughout the SGM; (ii) no corporate gifts being distributed; (iii) no refreshments or drinks being provided; and (iv) all attendees will be assigned designated seat at the SGM venue in order to ensure approximate social distancing and facilitate contact tracing. The Company reminds attendees that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may change measures, where appropriate. Shareholders should check the website of the Company (<https://www.emperorint.com>) for future announcements and updates on the SGM arrangements.

- (iii) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the SGM. Where the Chairperson/Chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by show of hands.
- (iv) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy needs not be a member of the Company.
- (v) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong ("**Branch Share Registrar**") together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (vi) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (vii) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (viii) In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar, Tricor Secretaries Limited at the above address before 4:30 p.m. on Wednesday, 27 January 2021.
- (ix) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date hereof, the board of directors of the Company comprises:

<i>Non-executive Director:</i>	Ms. Luk Siu Man, Semon
<i>Executive Directors:</i>	Mr. Wong Chi Fai Ms. Fan Man Seung, Vanessa Mr. Cheung Ping Keung Mr. Yeung Ching Loong, Alexander
<i>Independent Non-executive Directors:</i>	Ms. Cheng Ka Yu Mr. Wong Tak Ming, Gary Mr. Chan Hon Piu