



# MAGNIFICENT HOTEL INVESTMENTS LIMITED

## 華大酒店投資有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 201)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Magnificent Hotel Investments Limited (the “Company”) will be held at 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Thursday, the 24th day of May 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31 December 2017 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. To declare a final dividend.
3. (a) Each as a separate resolution, to re-elect the following retiring Directors:
  - (i) To re-elect Mr. Albert HUI Wing Ho as Director;
  - (ii) To re-elect Madam Mabel LUI FUNG Mei Yee as Director;
  - (iii) To re-elect Mr. Vincent KWOK Chi Sun as Director;
  - (iv) To re-elect Mr. LAM Kwai Cheung as Director;
  - (v) To re-elect Madam Kimmy LAU Kam May as Director;
  - (vi) To re-elect Madam NG Yuet Ying as Director;
  - (vii) To re-elect Madam Jennie WONG Kwai Fong as Director; and
- (b) To authorise the Board to fix the remuneration of the Directors.
4. To re-appoint Auditor and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution of the Company:–

## ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) of this resolution and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company be and is hereby generally and unconditionally approved;
- (b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined), shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution and the said approval 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 law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) (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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

By Order of the Board

**KOO Ching Fan**  
*Company Secretary*

Hong Kong, 23 April 2018

*Notes:*

1. **Concerning resolution numbered 5 above, it is anticipated this general mandate to issue new shares will ONLY be used if the Hong Kong authorities consider that the Company’s share liquidity in the stock market is not sufficient.**
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company.

3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
4. To ascertain shareholders' eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 17 May, 2018 to Thursday, 24 May, 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 May 2018.

Subject to the approval of the shareholders at the meeting for the proposed final dividend, the register of members of the Company will be closed from Tuesday, 12 June 2018 to Friday, 15 June 2018, both dates inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 June 2018.

5. With regard to item no. 3 of this notice, details of retiring Directors of the Company proposed for re-election are set out below:

(i) Mr. Albert HUI Wing Ho

Mr. Albert HUI Wing Ho, Executive Director, aged 55, was appointed to the Board in 1990. He is also an executive director of Shun Ho Property Investments Limited, the immediate holding company of the Company and Shun Ho Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. He has over 30 years' experience in construction, property investment and development and has over 20 years' experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering. He is also a director of a number of subsidiaries of the Company. Save as disclosed above, Mr. Albert HUI Wing Ho did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

There is no service contract between Mr. Albert HUI Wing Ho and the Company. He has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meetings pursuant to the articles of association of the Company. The Director's fee payable to Mr. Albert HUI Wing Ho as executive Director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 16 June 2017, it was approved that the Director's fee for the year ended 31 December 2017 be determined by the Board. Mr. Albert HUI Wing Ho did not receive Director's fee. Other emoluments paid to Mr. Albert HUI Wing Ho for the year ended 31 December 2017 was determined at HK\$1,402,000 with reference to his duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Mr. Albert HUI Wing Ho is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Mr. Albert HUI Wing Ho did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(ii) Madam Mabel LUI FUNG Mei Yee

Madam Mabel LUI FUNG Mei Yee, Non-executive Director, aged 66, Solicitor and Notary Public, was appointed to the Board in 1999. She is also a non-executive director of Shun Ho Property Investments Limited, the immediate holding company of the Company and Shun Ho Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. She is a senior executive consultant and head of Greater China Commercial Practice of Withers. Save as disclosed above, Madam Mabel LUI FUNG Mei Yee did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

There is no service contract between Madam Mabel LUI FUNG Mei Yee and the Company. She has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meetings pursuant to the articles of association of the Company. The Director's fee payable to Madam Mabel LUI FUNG Mei Yee as non-executive Director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 16 June 2017, it was approved that the Director's fee for the year ended 31 December 2017 be determined by the Board. The Director's fee paid to Madam Mabel LUI FUNG Mei Yee for the Company was determined at HK\$17,000 for the year ended 31 December 2017 with reference to her duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Madam Mabel LUI FUNG Mei Yee is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Madam Mabel LUI FUNG Mei Yee did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(iii) Mr. Vincent KWOK Chi Sun

Mr. Vincent KWOK Chi Sun, Independent Non-Executive Director, aged 55. ACA (Aust), CPA (Practising). He was appointed to the Board in 1999. He is the Chairman of the Audit Committee and the Remuneration Committee of the Company. He is also an independent non-executive director of Shun Ho Property Investments Limited, the immediate holding company of the Company and Shun Ho Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. Currently, Mr. Vincent KWOK Chi Sun holds the directorship in other listed public companies, namely China Digital Culture (Group) Limited. He is a partner of Vincent Kwok & Co. Save as disclosed above, Mr. Vincent KWOK Chi Sun did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Mr. Vincent KWOK Chi Sun has entered into a letter of appointment with the Company for a term of one year. However, he will be subject to the rotational retirement and re-election requirements at annual general meetings pursuant to the articles of association of the Company. The Director's fee payable to Mr. Vincent KWOK Chi Sun as an independent non-executive Director is determined by the shareholders of the Company at annual general meeting. At the annual general meeting of the Company held on 16 June 2017, it was approved that the Director's fee for the year ended 31 December 2017 be determined by the Board. The Director's fee paid to Mr. Vincent KWOK Chi Sun for the Company was determined at HK\$53,000 for the year ended 31 December 2017 with reference to his duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Mr. Vincent KWOK Chi Sun is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Mr. Vincent KWOK Chi Sun did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(iv) Mr. LAM Kwai Cheung

Mr. LAM Kwai Cheung, Independent Non-Executive Director, aged 57, FCCA, CPA (Practising) member of Hong Kong Institute of Certified Public Accountants. He is a member of the Audit Committee and the Nomination Committee of the Company. He is also an independent non-executive director of Shun Ho Property Investments Limited, the immediate holding company of the Company and Shun Ho Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. He has extensive experience in accounting, auditing and financial management. He has an audit experience for more than 30 years and was employed in an international audit firm for over 10 years. The last position of employment was Senior Manager. Currently, he is the practitioner of Terry Lam & Co., CPA. Save as disclosed above, Mr. LAM Kwai Cheung did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. LAM Kwai Cheung has entered into a letter of appointment with the Company for a term of one year. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. The Director's fee payable to Mr. LAM Kwai Cheung as independent non-executive Director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 16 June 2017, it was approved that the Director's fee for the year ended 31 December 2017 be determined by the Board. The Director's fee paid to Mr. LAM Kwai Cheung for the period from 16 June 2017 (date of appointment) to 31 December 2017 was HK\$27,000 with reference to his duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Mr. LAM Kwai Cheung is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Mr. LAM Kwai Cheung did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(v) Madam Kimmy LAU Kam May

Madam Kimmy LAU Kam May, Executive Director, aged 51, FCCA, CPA, is the Chief Financial Officer of the Company. She is also an executive director of Shun Ho Property Investments Limited, the immediate holding company of the Company and Shun Ho Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. She has extensive experience in accounting, auditing and financial management and was employed in an international audit firm for more than 5 years. She has more than 20 years for working in Hong Kong listed public companies including more than 10 years working with the Group. Madam Kimmy LAU Kam May is a director of a subsidiary of the Company. Save as disclosed above, Madam Kimmy LAU Kam May did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

There is no service contract between Madam Kimmy LAU Kam May and the Company. She has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. The Director's fee payable to Madam Kimmy LAU Kam May as an executive Director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 16 June 2017, it was approved that the Director's fee for the year ended 31 December 2017 be determined by the Board. Madam Kimmy LAU Kam May did not receive Director's fee. Other emoluments paid to Madam Kimmy LAU Kam May for the period from 29 August 2017 (date of appointment) to 31 December 2017 was HK\$358,000 with reference to her duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Madam Kimmy LAU Kam May is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Madam Kimmy LAU

Kam May did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(vi) Madam NG Yuet Ying

Madam NG Yuet Ying, Executive Director, aged 35. She graduated from University of South Australia with Bachelor of Accountancy. She has extensive experience in accounting and financial management and hotel operation/management. She has over 9 years of experience in hotel accounting works. Madam NG Yuet Ying is Head of all Group hotel's operation and accounting. Save as disclosed above, Madam NG Yuet Ying did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

There is no service contract between Madam NG Yuet Ying and the Company. She has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. The Director's fee payable to Madam NG Yuet Ying as an executive Director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 16 June 2017, it was approved that the Director's fee for the year ended 31 December 2017 be determined by the Board. Madam NG Yuet Ying did not receive Director's fee. Other emoluments paid to Madam NG Yuet Ying for the period from 29 August, 2017 (date of appointment) to 31 December, 2017 was HK\$304,000 with reference to her duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Madam NG Yuet Ying is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Madam NG Yuet Ying did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(vii) Madam Jennie WONG Kwai Fong

Madam Jennie WONG Kwai Fong, Executive Director, aged 55, is a fellow member of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in England. She is also an executive director of Shun Ho Property Investments Limited, the immediate holding company of the Company and Shun Ho Holdings Limited, the intermediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. She has extensive experience in company secretarial work in listed public company. She was employed in an audit firm for 2 years and was employed in the Stock Exchange for 1 year. She has over 30 years of experience in the company secretarial work including more than 20 years with the Group. Save as disclosed above, Madam Jennie WONG Kwai Fong did not hold any directorship in other listed public companies in the last three years. She is an Assistant Company Secretary of the Company. Save as aforesaid, she did not hold any position with the Company and other members of the Group.

There is no service contract between Madam Jennie WONG Kwai Fong and the Company. She has no fixed term of service with the Company and will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. The Director's fee payable to Madam Jennie WONG Kwai Fong as an executive Director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 16 June 2017, it was approved that the Director's fee for the year ended 31 December 2017 be determined by the Board. It was proposed that Madam Jennie WONG Kwai Fong will not receive Director's fee. Other emoluments paid to Madam Jennie WONG Kwai Fong will be HK\$588,000 per annum with reference to her duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Madam Jennie WONG Kwai Fong is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Madam Jennie WONG Kwai Fong beneficially holds 6,425 shares of the Company.

Save as disclose above, Mr. Albert HUI Wing Ho, Madam Mabel LUI FUNG Mei Yee, Mr. Vincent KWOK Chi Sun, Mr. LAM Kwai Cheung, Madam Kimmy LAU Kam May, Madam NG Yuet Ying and Madam Jennie Wong Kwai Fong have confirmed that there are no other matters relating to their re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

6. As at the date of this notice, the executive Directors of the Company are Mr. William CHENG Kai Man, Mr. Albert HUI Wing Ho, Madam Kimmy LAU Kam May, Madam NG Yuet Ying and Madam Jennie WONG Kwai Fong; the non-executive Director of the Company is Madam Mabel LUI FUNG Mei Yee; and the independent non-executive Directors of the Company are Mr. Vincent KWOK Chi Sun, Mr. CHAN Kim Fai and Mr. LAM Kwai Cheung.