

# 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)

## PROCEDURES FOR SHAREHOLDERS' REQUESTS TO CONVENE A GENERAL MEETING

(version 1.2)

(revised on 2019/05/01)

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### 1. DEFINITION

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|---------------------|---|
| “Board”             | board of director(s) of the Company   |
| “Company”           | Shangri-La Asia Limited   |
| “HKSE”              | The Stock Exchange of Hong Kong Limited   |
| “Listing Rules”     | Rules Governing the Listing of Securities on HKSE   |
| “Procedures”        | these written procedures for Shareholder(s) to make a valid Requisition   |
| “Requisition”       | written requisition of the Requisitionist(s) for convening an SGM   |
| “Requisition Date”  | date on which the Requisition is duly lodged with the Company as defined in Clause 4.1(B)                                     |
| “Requisitionist(s)” | Shareholder(s) requesting the Board to convene an SGM   |
| “SGM”               | general meeting other than the annual general meeting of the Company  |
| “Shareholder(s)”    | Company's shareholder(s) as registered in the Company's register of members as maintained by the Company's share registrar(s) |

### 2. RIGHT OF REQUISITION

- 2.1 Shareholder(s) shall have right to make a Requisition to request the Board to convene an SGM subject to the terms, conditions and procedures as set out in these Procedures.

### 3. QUALIFICATIONS OF REQUISITIONIST(S)

- 3.1 Shareholder(s) holding, singly or jointly, at the close of the Requisition Date not less than one-tenth of the paid up capital of the Company shall have right to make a Requisition.

### 4. PROCEDURES FOR A REQUISITION

#### 4.1 Lodgement of Requisition

- (A) The Requisition must:
- (a) state the purpose(s) of the SGM requested to be convened and, where appropriate, be accompanied with all necessary materials and information for the purposes of the subject matters of the SGM;
  - (b) state the full name of each Requisitionist;
  - (c) state the number of the Company's ordinary shares held by each Requisitionist as at the date of the Requisition;
  - (d) state the valid contact of each of Requisitionist, including phone number and email address;
  - (e) be signed by each Requisitionist;
  - (f) be accompanied with a sum reasonably sufficient to meet the Company's expenses in giving any notice or statement to Shareholders;
  - (g) be delivered to the Company in accordance with Clause 4.2.
- (B) The Requisition Date shall be the date on which all necessary information and materials (including those as required under Clause 6.1) for the Requisition are duly lodged with the Company in accordance with Clause 4.1(A)

#### 4.2 Contact of the Company

- (A) The Requisition and all relevant correspondences to the Company shall be submitted/delivered to the Company at the Company's registered office in Bermuda as well as the principal place of business in Hong Kong and shall be addressed for the attention of the Company's company secretary.

### 5. CONVENE SGM UNDER REQUISITION

#### 5.1 If the Board receives a due Requisition:

- (A) the Board shall convene an SGM within 21 calendar days immediately after the Requisition Date; and
- (B) the Board shall simultaneously issue notice and information of the SGM (specifying the place, date and hour of the meeting and the general nature of the business to be considered) to all Shareholders subject to and in accordance with the Bye-Laws, the Listing Rules and the Bermuda Companies Act to convene the SGM which shall be held at least (a) 10 clear business days in Hong Kong (excluding Saturdays) and (b) 14 clear calendar days (excluding the day of notice and the day it is deemed to have been served as well as the day of the SGM) after the notice.

#### 5.2 If the Board fails to convene an SGM in accordance with Clause 5.1, the Requisitionist(s) or any of them may convene an SGM for the Requisition provided that:

- (A) the aggregate voting rights of the shares registered in the name of such Requisitionist(s) convening the SGM represent more than one half of the total voting rights of the shares registered in the name of all the Requisitionist(s);
- (B) such Requisitionist(s) shall issue proper notice of such SGM to all Shareholders in similar manner set out in Clause 5.1(B) to convene the SGM which shall be held within 3 calendar months immediately after the Requisition Date,

and all the reasonable expenses incurred by such Requisitionist(s) for convening such SGM due to the failure of the Board hereof shall be borne or reimbursed by the Company.

### 6. RIGHTS OF THE BOARD AND THE COMPANY

- 6.1 The Board shall have absolute right to reasonably request the Requisitionist(s) to provide further materials or information in relation to the Requisition that the Board considers necessary to facilitate the Board to convene, if appropriate, the SGM as requested. The Requisitionist(s) shall timely provide such further materials and information that the Board may request.
- 6.2 The Board may reject a Requisition which does not fulfil any condition as set out in Clauses 2 to 4 or if an SGM is, in the Board's reasonable and absolute discretion, not appropriately requested to be convened, and the Board shall inform the Requisitionist(s) within 21 calendar days immediately after

the Requisition Date that the Requisition will not be proceeded.

- 6.3 The Board shall have the absolute right of interpretation of the terms set out in these Procedures.
- 6.4 The terms of these Procedures shall from time to time be subject to change by the Board at its sole discretion as far as such change is not in violation of the Listing Rules, the restrictions imposed by HKSE and any other rules applicable to the Company.