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**THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**MIRAMAR GROUP**  
**美麗華集團**

**MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 71)**

**GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES**

**AND**

**RE-ELECTION OF DIRECTORS**

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A notice convening the annual general meeting of the Company to be held at The Ballroom, 18/F, The Mira Hong Kong, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 6 June 2013 at 12:00 noon is set out in the Company's annual report 2012.

23 April 2013

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at The Ballroom, 18/F, The Mira Hong Kong, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 6 June 2013 at 12:00 noon;
“Chairman”	the chairman presiding at any meeting of members or of the board of Directors;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and any amendments thereto;
“Company”	Miramar Hotel and Investment Company, Limited;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate;
“Latest Practicable Date”	17 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;
“Notice”	the notice convening the Annual General Meeting dated 23 April 2013 contained in the Company’s annual report 2012;

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## DEFINITIONS

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“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto;
“Share(s)”	the shares of nominal value of HK\$0.70 each in the share capital of the Company;
“Shareholders”	registered holders of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.

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LETTER FROM THE BOARD OF DIRECTORS

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MIRAMAR GROUP  
美麗華集團

**MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 71)**

*Executive Directors*

Dr the Honourable LEE Shau Kee (*Chairman*)

Mr LEE Ka Shing (*Chief Executive Officer*)

Mr Richard TANG Yat Sun

Mr Colin LAM Ko Yin

Mr Eddie LAU Yum Chuen

Mr Norman HO Hau Chong

*Registered Office:*

15/F, Miramar Tower

132 Nathan Road

Tsim Sha Tsui

Kowloon

Hong Kong

*Non-executive Directors*

Dr Patrick FUNG Yuk Bun

Mr Dominic CHENG Ka On

Mr Alexander AU Siu Kee

*Independent Non-executive Directors*

Dr David SIN Wai Kin (*Vice Chairman*)

Mr WU King Cheong

Dr Timpson CHUNG Shui Ming

Mr Howard YEUNG Ping Leung

Mr Thomas LIANG Cheung Bui

23 April 2013

*To the Shareholders of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate and the re-election of Directors and to seek your approval at the Annual General Meeting in connection with, inter alia, such matters.

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## **LETTER FROM THE BOARD OF DIRECTORS**

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### **GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES**

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the Annual General Meeting (as at the Latest Practicable Date, the Company would be allowed under the Issue Mandate to allot, issue and otherwise deal with a maximum of 115,446,250 new Shares); and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the Annual General Meeting.

In addition, a separate ordinary resolution will be proposed at the Annual General Meeting to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the Annual General Meeting).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the Annual General Meeting).

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

In accordance with Articles 77, 78 and 79 of the Articles of Association, Dr Lee Shau Kee, Dr David Sin Wai Kin, Mr Dominic Cheng Ka On, Mr Eddie Lau Yum Chuen and Mr Thomas Liang Cheung Biu shall retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election. The Nomination Committee has also recommended to the Board that they are eligible for re-election.

Their biographical details which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

The Nomination Committee also assessed and reviewed the individual Director's annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that Dr David Sin Wai Kin and Mr Thomas Liang Cheung Biu, remained independent as having regard that they have not taken part in the day-to-day management or performed any management role or executive function in the Company or any of its subsidiaries since they were appointed as directors of the Company.

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## **LETTER FROM THE BOARD OF DIRECTORS**

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Dr David Sin Wai Kin has served as independent non-executive director for more than nine years. As an independent non-executive director with extensive experience and knowledge, Dr Sin has been providing objective and independent views to the Company over the years, and he remains committed to his independent role. The Board concurs with the view of the Nomination Committee that the long service of Dr Sin would not affect his exercise of independent judgement and is satisfied that Dr Sin has the required character, integrity and experience to continue fulfilling the role of an independent non-executive director, and the Board thus recommends Dr Sin for re-election at the Annual General Meeting.

### **DEMAND FOR POLL AT THE ANNUAL GENERAL MEETING**

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to Article 56 of the Company's Articles of Association.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's registered office at 15/F, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting. The return of a form of proxy will not preclude you from attending and voting in person if you so wish.

An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform you of the results of the Annual General Meeting.

### **RECOMMENDATION**

The Directors believe that the proposals for the Issue Mandate, the Repurchase Mandate and the re-election of Directors are all in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that all shareholders of the Company should vote in favour of the resolutions set out in the notice of Annual General Meeting.

Yours faithfully,  
**LEE SHAU KEE**  
*Chairman*

This explanatory statement constitutes the memorandum required under section 49BA(3)(b) of the Companies Ordinance and contains all the information required under the Listing Rules for you to consider the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 577,231,252 Shares.

Subject to the passing of the ordinary resolution set out in the Notice and on the basis that no further Shares are issued or repurchased prior to the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 57,723,125 Shares.

### **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. The exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares, made for the purpose of the repurchase to such an extent allowable under the Companies Ordinance.

Pursuant to the Repurchase Mandate, repurchases would be financed by the Company's internal resources and/or available banking facilities.

The exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2011, being the date of its latest audited accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### 4. SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2012</b>		
April	8.58	8.28
May	8.75	8.25
June	8.50	8.10
July	8.39	8.17
August	8.87	8.28
September	9.56	8.77
October	10.38	9.30
November	10.50	9.66
December	10.28	9.94
<b>2013</b>		
January	11.40	10.00
February	11.90	11.14
March	11.78	11.10
April (up to the Latest Practicable Date)	11.30	10.56

#### 5. UNDERTAKING AND DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Companies Ordinance and any other applicable laws of Hong Kong.

**6. TAKEOVERS CODE AND SHARE REPURCHASES**

The controlling shareholder of the Company owns 44.21% of the existing share capital of the Company. On the assumption of the full exercise of the Repurchase Mandate, the controlling shareholder's shareholding interests in the Company will be increased to approximately 49.12% and such an increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeover Code. The Directors have no present intention to exercise the power to repurchase Shares to such an extent that it will trigger the obligations of the Company's controlling shareholders under the Takeovers Code to make a mandatory offer.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

Particulars of the retiring Directors subject to re-election at the Annual General Meeting are set out below:

**1. Dr the Honourable LEE Shau Kee, GBM, DBA (Hon), DSSc (Hon), LLD (Hon)**

Aged 84. Dr Lee was appointed Director of the Company in 1993 and has been the Chairman of the Company since 8 August 2001. He has been engaged in property development in Hong Kong for more than 55 years. He is the founder and the Chairman and Managing Director of Henderson Land Development Company Limited (“Henderson Land”) and Henderson Investment Limited, the Chairman of The Hong Kong and China Gas Company Limited, the Vice Chairman of Sun Hung Kai Properties Limited as well as a non-executive director of Hong Kong Ferry (Holdings) Company Limited. He is also an independent non-executive director of The Bank of East Asia, Limited but will retire from such directorship on 24 April 2013. All the above companies are listed companies. Dr Lee was awarded Grand Bauhinia Medal by the Government of the Hong Kong Special Administrative Region in 2007. He is a director of Multiglade Holdings Limited, Higgins Holdings Limited, Threadwell Limited, Aynbury Investments Limited, Henderson Land, Henderson Development Limited, Hopkins (Cayman) Limited, Riddick (Cayman) Limited and Rimmer (Cayman) Limited which have discloseable interests in the share capital of the Company under the provisions of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, Dr Lee has not held any other directorships in listed public companies in the last three years.

Dr Lee is the father of Mr Lee Ka Shing; otherwise Dr Lee is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr Lee is interested in 255,188,250 Shares of the Company (representing approximately 44.21% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

Dr Lee acted as Director of the Company on the terms set out in a Letter of Appointment. He was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company, in which it is stipulated that every Director shall be subject to retirement by rotation at least once every three years at the annual general meeting. Other than that, Dr Lee is not a party to any service contract with the Company.

He is entitled to a fixed annual remuneration of HK\$100,000 per annum for acting as an executive Director and a member of the Remuneration Committee of the Company, which is determined from time to time by the Board of Directors of the Company with reference to his duties and responsibilities.

Save as disclosed above, there are no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the shareholders in connection with Dr Lee’s re-election.

**2. Dr David SIN Wai Kin, DSSc (Hon)**

Aged 83. Dr Sin was appointed Director of the Company in 1974 and has been a Vice Chairman of the Company since 1985. He is currently a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Dr Sin has a plenitude of experience in the businesses of jewelry, property development, property rental, hotel operation, and banking and finance. He is the Chairman of Myer Jewelry Manufacturer Limited. He was previously a director of Hang Seng Bank Limited and New World Development Company Limited. He is also a director of certain subsidiaries of the Company.

Save as disclosed above, Dr Sin has not held any other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, Dr Sin is interested in 4,158,000 Shares of the Company (representing approximately 0.72% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. Dr Sin has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Dr Sin acted as Director of the Company on the terms set out in a Letter of Appointment. He was appointed for a specific term of three years until 31 December 2014 but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company, in which it is stipulated that every Director shall be subject to retirement by rotation at least once every three years at the annual general meeting. Other than that, Dr Sin is not a party to any service contract with the Company.

He is entitled to a fixed annual remuneration of HK\$250,000 per annum for acting as an independent non-executive Director, a member of the Audit Committee and a member of the Remuneration Committee of the Company, which is determined from time to time by the Board of Directors of the Company with reference to his duties and responsibilities.

Save as disclosed above, there are no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the shareholders in connection with Dr Sin's re-election.

**3. Mr Dominic CHENG Ka On**

Aged 63. Mr Cheng was appointed Director of the Company in 1985. He is currently a member of the Audit Committee of the Company. Mr Cheng has extensive practical experience in corporate management and is also an executive director of King Fook Holdings Limited and the Managing Director of the Onflo International Group of Companies. He is also a director of certain subsidiaries of the Company.

Save as disclosed above, Mr Cheng has not held any other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, Mr Cheng is interested in 7,778,640 Shares of the Company (representing approximately 1.35% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. Mr Cheng has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr Cheng acted as Director of the Company on the terms set out in a Letter of Appointment. He was appointed for a specific term of three years until 31 December 2013 but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company, in which it is stipulated that every Director shall be subject to retirement by rotation at least once every three years at the annual general meeting. Other than that, Mr Cheng is not a party to any service contract with the Company.

He is entitled to a fixed annual remuneration of HK\$200,000 per annum for acting as a non-executive Director and a member of the Audit Committee of the Company, which is determined from time to time by the Board of Directors of the Company with reference to his duties and responsibilities.

Save as disclosed above, there are no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the shareholders in connection with Mr Cheng's re-election.

**4. Mr Eddie LAU Yum Chuen**

Aged 66. Mr Lau was appointed Director of the Company in 1996. He has over 40 years' experience in banking, finance and investment. He is also an executive director of Henderson Land as well as a non-executive director of Hong Kong Ferry (Holdings) Company Limited, both of which are listed companies. He previously served as an executive director of Henderson Investment Limited, a listed company, until his retirement on 9 June 2011. Henderson Land has discloseable interests in the share capital of the Company under the provisions of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date. He is also a director of certain subsidiaries of the Company.

Save as disclosed above, Mr Lau has not held any other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, Mr Lau does not hold any Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr Lau has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr Lau acted as Director of the Company on the terms set out in a Letter of Appointment. He was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company, in which it is stipulated that every Director shall be subject to retirement by rotation at least once every three years at the annual general meeting. Other than that, Mr Lau is not a party to any service contract with the Company.

He is entitled to a fixed annual remuneration of HK\$50,000 per annum for acting as an executive Director of the Company, which is determined from time to time by the Board of Directors of the Company with reference to his duties and responsibilities.

Save as disclosed above, there are no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the shareholders in connection with Mr Lau's re-election.

**5. Mr Thomas LIANG Cheung Bui, BA, MBA**

Aged 66. Mr Liang was appointed Director of the Company in 2004 and was re-designated as independent non-executive director of the Company in December 2012. He holds a Bachelor degree in Economics from the University of California, Berkeley and a Master degree in Business Administration from Columbia University. Mr. Liang has extensive experience in financial management, corporate finance, banking, real estate development and equity investment. He is also the Group Chief Executive of Wideland Investors Limited and an independent non-executive director of New World Development Company Limited.

Save as disclosed above, Mr Liang has not held any other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, Mr Liang has a deemed interest in 1,080,000 Shares representing approximately 0.19% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance, which shares are held by a trust of which his spouse is a beneficiary. Mr Liang has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

By a letter of appointment with the Company, Mr Liang has been re-designated as an independent non-executive director of the Company with effect from 6 December 2012. Mr Liang shall serve as an independent non-executive director of the Company for a term up to 31 December 2014, and shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company, under which every Director shall be subject to retirement by rotation at least once every three years at the annual general meeting. Other than that, Mr Liang is not a party to any service contract with the Company.

Mr Liang is entitled to a fixed annual remuneration of HK\$50,000 per annum for acting as an independent non-executive Director of the Company, which is determined from time to time by the Board of Directors of the Company with reference to his duties and responsibilities.

Save as disclosed above, there are no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the shareholders in connection with Mr Liang's re-election.