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MIRAMAR GROUP

MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED

美麗華酒店企業有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 71)

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The board of directors (the “Board”) of Miramar Hotel and Investment Company, Limited (the “Company”) announces that, to provide flexibility to the Company in relation to the conduct of general meetings, the Board proposes to amend the existing Articles of Association of the Company (the “Existing Articles”) to allow (but not require) general meetings to be held as a hybrid meeting where shareholders of the Company (the “Shareholders”) may attend by electronic means in addition to as a physical meeting where Shareholders attend in person. The proposed amendments also explicitly set out other related powers of the Board and the chairman of the general meetings, including making arrangements for attendance and voting at general meetings as well as ensuring the security and orderly conduct of general meetings. Other minor amendments to the Existing Articles are also made to introduce corresponding and house-keeping changes. The Board proposes to adopt a new set of Articles of Association of the Company (the “New Articles”) in substitution for, and to the exclusion of, the Existing Articles by way of a special resolution to be approved by the Shareholders at the annual general meeting of the Company to be held on 7 June 2021 (the “AGM”).

A summary of the major amendments brought about by the adoption of the New Articles are set out below:

Major Amendments	Affected Article or New Article Numbers
a. inserting the definitions of “electronic facilities” and “hybrid meeting”	Article 3
b. providing that the Directors and, where applicable, the chairman of the meeting, at their/his absolute discretion, may (but are not obliged to) make necessary arrangements to allow (i) a general meeting to be held at more than one location by using electronic facilities to facilitate simultaneous attendance and participation or (ii) a general meeting to be held and conducted in the form of a hybrid meeting, provided that the only location or one of the locations of the meeting for physical attendance shall be in Hong Kong which shall be the principal meeting place, and making corresponding changes (including on the details included in the notice of general meeting and the conduct of the general meeting) in the relevant articles	Articles 45, 47, 50, 53A (new Article), 54, 54A (new Article), 54B (new Article), 54F (new Article), 57 and 61

- c. providing that the chairman of the meeting may, at his absolute discretion, interrupt or adjourn general meetings under certain prescribed circumstances Article 54C (new Article)
- d. providing that the Directors and the chairman of the meeting may make any arrangement to ensure the security and orderly conduct of general meetings Article 54D (new Article)
- e. allowing the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is impracticable or unreasonable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, for example, in case of bad weather conditions or other similar events, and making corresponding changes in the relevant articles Articles 47, 54E (new Article), 55, 66, 69, 70 and 71
- f. making other minor house-keeping changes Articles 46 and 49

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM. A circular containing, among other things, particulars relating to the proposed amendments to the Existing Articles brought about by the adoption of the New Articles together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Chu Kwok Sun
Corporate Secretary

Hong Kong, 30 March 2021

As at the date of this announcement, (i) the executive directors of the Company are: Mr. Lee Ka Shing, Mr. Richard Tang Yat Sun, Dr. Colin Lam Ko Yin, Mr. Norman Ho Hau Chong and Mr. Eddie Lau Yum Chuen; (ii) the non-executive directors of the Company are: Dr. Patrick Fung Yuk Bun and Mr. Dominic Cheng Ka On; (iii) the independent non-executive directors of the Company are: Dr. David Sin Wai Kin, Mr. Wu King Cheong, Dr. Timpson Chung Shui Ming, Mr. Howard Yeung Ping Leung, Mr. Thomas Liang Cheung Bui and Mr. Alexander Au Siu Kee.