



凱聯國際酒店有限公司
Associated International Hotels Limited

(Incorporated in Hong Kong under the Companies Ordinance)
(stock code: 105)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of the Company will be held at MONACO ROOM, BASEMENT 1, REGAL HONGKONG HOTEL, 88 YEE WO STREET, CAUSEWAY BAY, HONG KONG on Thursday, 28 September 2006 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Accounts and the Reports of the Directors and the Auditors for the year ended 31 March 2006.
2. To re-elect retiring directors.
3. To re-appoint KPMG as Auditors of the Company to hold office from the conclusion of the meeting until conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

By way of Special Business, to consider and, if thought fit, pass the following Resolutions of which items 4(1)-4(3) shall be proposed as Ordinary Resolutions and item 5 shall be proposed as a Special Resolution:

ORDINARY RESOLUTIONS

4. (1) THAT:

- (a) subject to paragraph (c), pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue, shall not exceed the aggregate of (aa) 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors are so authorised by a separate ordinary resolution of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution) and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:
'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier 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 the Companies Ordinance to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting;

and 'Rights Issue' means an offer of shares, or offer or issue of warrants or options to subscribe for shares, open for a period fixed by the Company or the Directors of the Company to holders of shares in the capital of the Company, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (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 legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong including without limitation disposal of shares which, by reason of such exclusions or arrangements, are not allotted to the Shareholders who would otherwise have been entitled thereto).

(2) THAT:

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase ordinary shares of HK\$1 each in the Company ('Shares') be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;
- (c) for the purpose of this Resolution 'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:
 - (aa) the conclusion of the next Annual General Meeting of the Company;
 - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
 - (cc) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

- (3) THAT the Directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 4(1) in the notice of this meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

SPECIAL RESOLUTION

5. THAT the Articles of Association of the Company be amended by:

Deleting the existing Article 109 and substituting the following new Article 109:

"The Board shall have power at any time, and from time to time, to appoint any person as a Director, either to fill a casual vacancy, or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Subject to the provisions of these Articles, any Director so appointed by the Board to fill a casual vacancy shall retire at the next general meeting but shall then be eligible for re-election, while any Director so appointed by the Board as an addition to the Board shall retire at the next Annual General Meeting but shall then be eligible for re-election."

By Order of the Board
NG SAU FONG
Company Secretary

Hong Kong, 24 July 2006

As at the date of this notice, Mr Cheong Hooi Hong, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam and Ms Cheong Been Kheng are executive directors, Mr Sin Cho Chiu, Charles and Mr Lau Wah Sum are non-executive directors, and Mr Chow Wan Hoi, Paul, Mr Yau Allen Lee-Nam and Mr Lee Chung are independent non-executive directors.

NOTES:

1. Any member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not also be a member but, except in the case of a proxy for a corporate member, is not entitled to vote other than on a poll. Forms of proxy, to be valid, must be lodged at Room 502, Euro Trade Centre, 21-23 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
2. Concerning item 4(1) above, approval is being sought from members for a general mandate to authorise allotment of shares under Section 57B of the Companies Ordinance and the Listing Rules of The Stock Exchange of Hong Kong Limited. The Directors have no immediate plans to issue any new shares of the Company pursuant to such approval.
3. Concerning items 4(2) and 4(3), approval is also being sought for a general mandate to purchase shares in the Company. A circular has been sent to members concerning these matters. The Directors have no immediate plans to effect such purchase.
4. The Register of Members will be closed for the purpose of determining the identity of members who are entitled to attend and vote at the Annual General Meeting from Friday, 22 September 2006 to Thursday, 28 September 2006 both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 21 September 2006.