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海天地悅旅集團有限公司  
S.A.I. LEISURE GROUP COMPANY LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1832)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of S.A.I. Leisure Group Company Limited (the “**Company**”) will be held at 5th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Hong Kong on Thursday, December 23, 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the automatic renewal of the term of the QZ Framework Agreement (as defined in the circular of the Company dated December 3, 2021 (the “**Circular**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) for the period of three years from January 1, 2022 to December 31, 2024 and the Holiday Package Transactions (as defined in the Circular) contemplated thereunder be and are hereby approved, ratified and confirmed in all respects;
- (b) the Proposed QZ Annual Caps (as defined in the Circular) in relation to the Holiday Package Transactions contemplated under the QZ Framework Agreement for each of the three years ending December 31, 2024 as set out in the Circular be and are hereby approved; and
- (c) any one director of the Company (the “**Director**”) be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of

the Director may be necessary, appropriate, desirable or expedient to implement and/or give effect to the QZ Framework Agreement or the Holiday Package Transactions contemplated thereunder as aforesaid.”

2. “**THAT:**

- (a) the automatic renewal of the term of the TakeCare Framework Agreement (as defined in the Circular, a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose) for the period of three years from January 1, 2022 to December 31, 2024 and the Medical Insurance Transactions (as defined in the Circular) contemplated thereunder be and are hereby approved, ratified and confirmed in all respects;
- (b) the Proposed TakeCare Annual Caps (as defined in the Circular) in relation to the Medical Insurance Transactions contemplated under the TakeCare Framework Agreement for each of the three years ending December 31, 2024 as set out in the Circular be and are hereby approved; and
- (c) any one Director be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Director may be necessary, appropriate, desirable or expedient to implement and/or give effect to the TakeCare Framework Agreement or the Medical Insurance Transactions contemplated thereunder as aforesaid.”

By order of the Board  
**S.A.I. Leisure Group Company Limited**  
**Henry Tan, BBS, JP**  
*Vice Chairman, Executive Director*  
*and Chief Executive Officer*

Hong Kong, December 3, 2021

*Notes:*

- 1. A member of the Company (the “**Member**”) entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint another person as his/her/its proxy to attend and, on a poll, vote in his/her/its stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and, on a poll, vote on his/her/its behalf. A proxy need not be a Member.

2. In order to be valid, the duly completed and signed form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the EGM or its adjournment.
3. The record date for determining Shareholder's entitlement to attend and vote at the EGM is falling on Friday, December 17, 2021. In order to qualify for attending and voting at the EGM, non-registered Shareholders must lodge all duly completed transfer forms accompanied by the relevant share certificates with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, December 17, 2021.
4. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and Article 66(1) of the Articles of Association, any vote of Shareholders at a general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. Subject to paragraph 6 below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed and the Members will be informed of the date, time and venue of the postponed EGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
6. If a tropical cyclone warning signal No. 8 or above or a rainstorm warning signal is lowered or cancelled at or before three hours before the time fixed for holding the EGM and where conditions permit, the EGM will be held as scheduled.
7. The EGM will be held as scheduled when an amber or a thunderstorm warning signal or typhoon signal No. 3 or below is in force.
8. After considering their own situations, the Members should decide on their own as to whether they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
9. To protect all Members and attendees from the risk of infection of COVID-19, the Company will implement the following precautionary and control measures at the EGM against the pandemic:
  - (i) Compulsory body temperature check
  - (ii) Compulsory wearing of surgical facial masks
  - (iii) Mandatory health declaration
  - (iv) Maintaining a safe distance between seats
  - (v) No provision of refreshments or beverages
10. Should any person seeking to attend the EGM decline to submit to these requirements or be found to be suffering from a fever (i.e. having a body temperature of over 37.5 degrees Celsius) or otherwise unwell, the Company reserves the right to refuse such person's admission to the EGM.
11. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the EGM through video conference or similar electronic means.

12. Subject to the development of COVID-19, the Company may change the EGM arrangements at short notice and may issue further announcement as appropriate. Members should check the Company's website ([www.saileisuregroup.com](http://www.saileisuregroup.com)) for updates on the latest arrangement of the EGM.
13. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises: (1) Dr. TAN Henry, Mr. CHIU George, Mrs. SU TAN Jennifer Sze Tink and Mr. SCHWEIZER Jeffrey William as the executive Directors; (2) Dr. TAN Siu Lin (Chairman) and Mr. TAN Willie as the non-executive Directors; and (3) Prof. CHAN Pak Woon David, Mr. MA Andrew Chiu Cheung and Mr. CHAN Leung Choi Albert as the independent non-executive Directors.*