



MILLENNIUM & COPTHORNE
HOTELS plc

MILLENNIUM & COPTHORNE HOTELS PLC

Notice of General Meeting
to be held on 4 November 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Millennium & Copthorne Hotels plc, you should pass this document and the accompanying documents (but not the personalised form of proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was made for transmission to the purchaser or transferee.

Notice of General Meeting

Notice is hereby given that a General Meeting of the Company will be held at the offices of Linklaters LLP at One Silk Street, London, EC2Y 8HQ on 4 November 2019 at 10.00 a.m. to consider and, if thought fit, pass the following resolutions. Resolution 1 is proposed as an ordinary resolution. Resolutions 2 and 3 are proposed as special resolutions.

ORDINARY RESOLUTION

- 1 That subject to the passing of Resolution 2 and the re-registration of the Company as a private limited company under the Companies Act 2006, the Directors shall have the powers given by Section 550 of the Companies Act 2006 to allot shares and to grant rights to subscribe for or convert any security into shares.

SPECIAL RESOLUTIONS

- 2 That the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Millennium & Copthorne Hotels Limited.
- 3 That the Articles of Association in the form produced to the Meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

The proposed Articles of Association of the Company referred to in Special Resolution 3 is available on CDL's website at www.cdl.com.sg/Millennium-Offer and the Company's website at <https://investors.millenniumhotels.com/regulatory-announcement-andnews/city-developments-ltdoffer-documents>.

By order of the Board,

Registered office:
Victoria House
Victoria Road
Horley, Surrey
RH6 7AF
United Kingdom

Jonathon Grech
Group General Counsel and Company Secretary

11 October 2019

NOTES

- 1 A shareholder may appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting on his/her behalf. A proxy need not be a member of the Company. Appointment of a proxy will not subsequently preclude a member from attending and voting at the meeting in person if he or she so wishes. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. To appoint more than one proxy you should contact the Company's Registrar at the following address: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
- 2 A form of proxy for use at the meeting is provided with this Notice of General Meeting. Completion and return of such the form of proxy will not prevent a Shareholder from attending the General Meeting and voting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the register. To be valid, the form of proxy, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be received by post or (during normal business hours only) by hand at the office of the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 48 hours before the time appointed for holding the general meeting.
- 3 The right to appoint a proxy does not apply to persons whose ordinary shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the registered shareholder who holds the ordinary shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the ordinary shares as to the exercise of voting rights.
- 4 To be entitled to attend and vote at the meeting, and for the purposes of determining how many votes the member may cast, members must be entered in the Company's register of members at 6.30 p.m., UK time on 31 October 2019 (or, in the event of any adjournment, at 6.30 p.m., UK time on the date which is two days before the date of the adjourned meeting). Changes to entries in the register of members after that time are disregarded in determining the rights of any person to attend and vote at the meeting.
- 5 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if more than one corporate representative is appointed, they do not do so in relation to the same ordinary shares.
- 6 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of any answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 7 As at 9 October 2019 (being the latest practicable date prior to the publication of this Notice of General Meeting) the Company's issued share capital consisted of 324,891,725 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at such date are 324,891,725.
- 8 Members who wish to communicate with the Company in relation to the meeting should do so using the following means: (i) by writing to the Company Secretary at the registered office address; (ii) by writing to the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or (iii) by using the Shareholder Helpline; (UK) 0371 3842343. Lines are open 8.30 am to 5.30 pm, Monday to Friday, excluding public holidays in England and Wales. For callers outside the UK, please contact the Equiniti Limited overseas helpline on +44 121 415 7047. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.

