



**INTERNATIONAL HOTEL INVESTMENTS p.l.c.**

## **SHAREHOLDERS' CIRCULAR**

**28 June 2017**

The purpose of this Circular is to inform the Eligible Shareholders (as defined below) on the forthcoming issue in their favour, by International Hotel Investments p.l.c., a public limited liability company registered under the Laws of Malta with company registration number C-26136 and having its registered address at 22, Europa Centre, Floriana FRN1400, Malta (“IHI” or the “Company”), of up to 17,950,000 ordinary shares in the Company having a nominal value of €1.00 per share, fully paid up, issued out of reserves for an amount not exceeding €17,950,000.

The Bonus Shares are to be allotted to all Eligible Shareholders on a *pro rata* basis. Accordingly, every Eligible Shareholder will be entitled to receive one Bonus Share for every 33.33 ordinary shares held in the Company as at 30 June 2017, subject to rounding as follows: since the allocation ratio of Bonus Shares to existing shares held by the Eligible Shareholders is 1 Bonus Share for every 33.33 shares held, in the allocation process the Company shall, where the number of shares held by the Eligible Shareholder is not exactly divisible by 33.33, round up the allocation to the nearest share whenever the mathematical result of the allocation formula contains a fractional entitlement which is of 0.5 of a share or more, and round down to the nearest share in the event that the mathematical result of the allocation formula contains a fractional entitlement which is of less than 0.5 of a share.

The Bonus Shares, as and when issued, shall rank *pari passu* with the existing ordinary issued share capital of the Company with respect to voting, dividends and other distributions whether on winding up or otherwise.

The Bonus Shares will be issued in uncertificated form and will be maintained in book-entry form at the Central Securities Depository of the Malta Stock Exchange (“CSD”). The Bonus Shares will accordingly be evidenced by a book-entry in the register of shareholders held by the CSD. The Bonus Shares are expected to be issued on or around 10 July 2017.

The Directors will be seeking authorisation from the Listing Authority for the Bonus Shares to be considered admissible to listing and trading on a regulated market. In addition, application will also be made to the Malta Stock Exchange, as a regulated market, for the Bonus Shares to be admitted to the Official List of the Malta Stock Exchange upon allocation. The Bonus Shares are expected to be admitted to listing shortly after allocation on or around 10 July 2017. Dealings in the Bonus Shares on the Official List of the Malta Stock Exchange are expected to commence shortly following admission to listing as aforesaid.

The Directors consider that the issue of Bonus Shares will have the benefit of increasing the liquidity and volume of the Company’s ordinary share capital, and do not envisage any particular risks arising as a result of an increase in share capital supported by adequate reserves.

### **3. DOCUMENTS AVAILABLE FOR INSPECTION**

Certified copies of the following documents will be available for inspection at the Company’s registered office for a period of at least fourteen (14) days from the date of publication of this Circular:

**3.1 the Memorandum and Articles of Association of the Company;**

**3.2 the last audited annual financial report of the Company for the financial year ended 31 December 2016;**

**and**

**3.3 this Circular.**