



**DORSETT**

HOSPITALITY INTERNATIONAL

帝盛酒店集團

**Dorsett Hospitality International Limited**

帝盛酒店集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.dorsett.com>

(Stock Code: 2266)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 22 SEPTEMBER 2015  
(OR AT ANY ADJOURNMENT THEREOF)**

For use at the Extraordinary General Meeting (or at any adjournment thereof) of the holders of ordinary shares of HK\$0.10 each in the share capital of Dorsett Hospitality International Limited (the "Company").

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares ("Shares") of HK\$0.10 each in the share capital of the Company  
**HEREBY APPOINT** the chairman of the Extraordinary General Meeting or <sup>(note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting (and at any adjournment thereof) to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wan Chai, Hong Kong on Tuesday, 22 September 2015 at 4:00 p.m. (Hong Kong time) (or as soon thereafter as the meeting of certain holders of the shares of HK\$0.10 each in the share capital of the Company convened at the direction of the Grand Court of the Cayman Islands shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 31 August 2015 (the "Notice") convening the Extraordinary General Meeting and at such Extraordinary General Meeting to vote for me/us and in my/our name(s) in respect of the Special Resolution and the Ordinary Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Extraordinary General Meeting and/or any adjournment thereof.

	FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
Special Resolution: To approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares as defined and more particularly set out in the Notice		
Ordinary Resolution: To consider and approve amongst others, the increase of the share capital of the Company as more particularly set out in the Notice		

Shareholder's signature: \_\_\_\_\_ <sup>(note e)</sup> Date: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the share capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the share capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Extraordinary General Meeting is preferred, please strike out the words "the chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Extraordinary General Meeting in person to represent you. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL/ORDINARY RESOLUTION, PLEASE ("✓") TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL/ORDINARY RESOLUTION, PLEASE ("✓") TICK THE BOX MARKED "AGAINST".** Failure to tick either box in relation to both the Special Resolution and the Ordinary Resolution will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than that referred to in the Notice convening the Extraordinary General Meeting or abstain. **IF YOU WISH TO VOTE ALL OR SOME OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION AND ALL OR SOME OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION, PLEASE INSERT IN THE RELEVANT BOX MARKED "FOR" THE NUMBER OF SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTION, AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE RELEVANT NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION, AS APPLICABLE.**
- This form of proxy must be signed by you or your attorney authorized in writing or, in the case of a corporation, must be executed either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority, must be completed, signed and deposited with the Hong Kong branch share registrar of the Company in Hong Kong at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting at which the person named in this form of proxy proposes to vote, and, in default, this form of proxy shall not be treated as valid provided always that the chairman of the Extraordinary General Meeting may in his discretion direct that this form of proxy be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from you that this form of proxy duly signed is in the course of transmission to the Hong Kong branch share registrar of the Company in Hong Kong at the above-stated address. Completion and delivery of this form of proxy will not preclude you from attending the Extraordinary General Meeting (or any adjournment thereof) and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if you so wish, but in the event of your attending the Extraordinary General Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, shall alone be entitled to vote in respect of the relevant joint holding, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named shareholder being the senior.