

Jinmao Hotel
金茂酒店

(As constituted pursuant to a deed of trust on 13 June 2014 under the laws of Hong Kong,
the trustee of which is Jinmao (China) Investments Manager Limited)

and

Jinmao (China) Hotel Investments and Management Limited

金茂(中國)酒店投資管理有限公司

(Registered in the Cayman Islands with limited liability)

(Stock code: 06139)

WHITE FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ share stapled units (“Share Stapled Unit(s)”) of the Jinmao Hotel (the “Trust”) and Jinmao (China) Hotel Investments and Management Limited (the “Company”), hereby appoint the Chairman of the extraordinary general meeting (“EGM”)^(Note 3) or _____ of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the “EGM”) to be held at Salon I-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 10 September 2020 at 12:00 p.m. (Hong Kong time) (or as soon thereafter as the conclusion or the adjournment of the Unitholders Meeting and the Court Meetings (as defined in the Scheme of Arrangement 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 resolution set out in the notice dated 17 August 2020 (the “EGM Notice”) convening the EGM and at such EGM (or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the special resolution as my/our proxy may approve) 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 EGM and/or any adjournment thereof.

Special Resolution:		FOR ^(Note 4)	AGAINST ^(Note 4)
1	<p>“THAT:</p> <p>(a) pursuant to the scheme of arrangement dated 17 August 2020 (the “Scheme of Arrangement”) between the Company and holders of the Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement);</p> <p>(b) the cancellation of the Scheme Units (as defined in the Scheme of Arrangement) be and is hereby approved; and any one of the directors of Jinmao Hotel and the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the cancellation of the Scheme Units;</p> <p>(c) subject to the Scheme of Arrangement becoming effective, the withdrawal of the listing of the share stapled units of Jinmao Hotel and the Company from The Stock Exchange of Hong Kong Limited be and is hereby approved and any one of the directors of the Trustee-Manager and the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the share stapled units of Jinmao Hotel and the Company; and</p> <p>(d) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, the reduction of issued share capital of the Company pursuant to the Scheme of Arrangement and the Proposal (as defined in the document of which the notice of this resolution forms part), including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of issued share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”</p>		

Note: Unless otherwise specified, the terms used in this form of proxy shall have the same meanings as those defined in the EGM Notice.

Dated this _____ day of _____, 2020

Signature(s): _____^(Note 5)

Contact Phone Number: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Share Stapled Units registered in your name(s). If no number is inserted, this White form of proxy will be deemed to relate to all of the Share Stapled Units registered in your name(s). If more than one proxy is appointed, the number of Share Stapled Units in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the extraordinary general meeting or” and insert the full name and address of the proxy desired in the space provided. Any holder of the Share Stapled Units entitled to attend and vote at the EGM is entitled to appoint one or more proxies (the “EGM”) to attend and vote on his/her behalf. A proxy need not be a holder of Share Stapled Units, but must attend the EGM (or any adjournment thereof) to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, PLEASE (“✓”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, PLEASE (“✗”) TICK THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the EGM Notice.
- This White form of proxy must be signed by you or your attorney duly authorised in writing or in case of a corporation, must be either under common seal or under the hand of an officer or attorney so authorised. In the case of joint registered holders of Share Stapled Units, any one of them may sign this form of proxy. The vote of the senior joint registered holder of Share Stapled Units who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Share Stapled Units register in respect of the joint shareholding.
- In order to be valid, this White form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Share Stapled Units registrar of the Trust and the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 12:00 p.m. on 8 September 2020 or no less than 48 hours before the time appointed for the holding of EGM or any adjourned meeting (as the case may be).
- Completion and delivery of this White form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish. In such event, the relevant form of proxy returned will be deemed to have been revoked.
- The EGM is convened as a combined meeting of Unitholders and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the EGM shall serve as both a resolution of Unitholders and a resolution of shareholders of the Company.
- This White form of proxy provided to holders of Share Stapled Units for use at the EGM, and the form of voting paper to be used at the EGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of holders of Share Stapled Units to be proposed at the EGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
 - a vote of the units in the Trust (as a component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
 - a vote of the preference shares of the Company (as a component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Articles of Association; and
 - an instruction to the Trustee-Manager to vote the number of ordinary shares of the Company held by the Trustee-Manager (as a component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Articles of Association.
- In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, and the preference share and the interest in an ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of holders of Share Stapled Units to be proposed at the EGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 9 above.
- References to time and date in this form of proxy are to Hong Kong time and date.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which may include but not limited to your name, address and/or telephone number. Your Personal Data provided in this form of proxy is on a voluntary basis, and the same is collected and will be disclosed or transferred to the Share Stapled Units Registrar and/or other companies or bodies solely for any of the purposes as stated above in this form of proxy. The Personal Data will be retained for such period as may be necessary for verification and record purposes. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Share Stapled Units Registrar of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.