

SHANGRI-LA GROUP

Shangri-La Asia Limited
(Incorporated in Bermuda with limited liability)
website: www.ir.shangri-la.com
(Stock code: 00069)

FORM OF PROXY

For use at the annual general meeting of Shangri-La Asia Limited (“**Company**”) to be held at Harbour Room, Level 56, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong SAR on Thursday, 30 May 2024 at 10:30 am (or at any adjournment thereof) (“**Meeting**”).

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
fully-paid shares of HK\$1.00 each (“**Share(s)**”) in the Company as at the close of 24 May 2024 (“**Record Date**”), HEREBY
APPOINT ^(Note 3) _____ (representing ^(Note 3) _____ Shares held by me/us)
and/or _____ (representing ^(Note 3) _____ Shares held by me/us),
or failing all of them, the chairman of the Meeting, to act for me/us as my/our proxy/proxies at the Meeting for the purpose of considering and, if thought fit, passing the resolution(s) (“**Resolution(s)**”) as set out in the notice convening the Meeting and at the Meeting (a) to vote for me/us and in my/our name(s) in respect of the Resolution(s) as hereunder indicated or, if no such indication is given, as my/our proxy/proxies thinks/think fit; and (b) to vote at his discretion on any resolution which is properly put to the Meeting other than those referred to in the notice convening the Meeting.

		For ^(Note 4)	Against ^(Note 4)
Ordinary resolution(s)			
1.	To receive, consider and, if thought fit, adopt the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2023.		
2.	To declare a final dividend for the year ended 31 December 2023.		
3.	To re-elect each of the following retiring directors of the Company:		
	A. Professor LI Kwok Cheung Arthur;		
	B. Mr YAP Chee Keong;		
	C. Ms KHOO Shulamite N K.		
4.	To fix the directors’ fees (including fees payable to members of the nomination committee, the remuneration & human capital committee and the audit & risk committee) for the year ending 31 December 2024.		
5.	To re-appoint Messrs PricewaterhouseCoopers as the auditor of the Company for the ensuing year and to authorise the directors of the Company to fix its remuneration.		
6.	A. To approve the 20% share issuance mandate.		
	B. To approve the 10% share repurchase mandate.		
	C. To approve, conditional upon Resolution 6B being duly passed, the mandate of additional new issue by the number of shares repurchased under Resolution 6B.		
Special resolution(s)			
7.	To approve the amendments to the bye-laws of the Company.		

Dated: _____ 2024 Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) as at the Record Date. If no number is inserted or if the number inserted is larger than the Shares registered in your name(s) as at the Record Date, this form of proxy will be deemed to relate to all Shares registered in your name(s) thereat. A shareholder may only have one form of proxy valid at any one time. If a shareholder submits more than one form of proxy, the last form of proxy duly received in the manner set out in this form shall be treated as the only valid form of proxy.
- Please insert the name of the proxy(ies) desired in the space provided. A proxy need not be a shareholder of the Company. If you appoint two proxies to represent you, please also insert the number of your Shares each proxy represents. If you fail to specify or appropriately state the number of Shares each proxy represents, then, subject to the absolute discretion of the chairman of the Meeting to decide otherwise, you shall be deemed to have appointed the first-named proxy as your voting proxy and that such first-named proxy shall represent all the votes entitled by you. If you are appointing only one proxy, and if you do not state the number of Shares that proxy represents, your proxy will be deemed to represent all the votes entitled by you. **IF NO NAME IS INSERTED OR IF NONE OF YOUR APPOINTED PROXY(IES) TURNS UP IN THE MEETING, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY UNLESS IT IS OTHERWISE INDICATED BY THE SHAREHOLDER HEREIN NOT TO BE SO.**
- IMPORTANT: YOU MAY VOTE FOR OR VOTE AGAINST A RESOLUTION BY PLACING YOUR DESIRED NUMBER OF VOTES YOU ARE ENTITLED TO EACH OR ANY BOX OF “FOR” OR “AGAINST”. THE TOTAL NUMBER OF VOTES FOR EACH RESOLUTION SHALL NOT EXCEED THE SHARES REGISTERED IN YOUR NAME AS OF THE RECORD DATE. IF YOU WISH TO PLACE ALL YOUR VOTES TO EITHER “FOR” OR “AGAINST” A RESOLUTION, YOU MAY PUT A TICK (✓) IN THE APPROPRIATE BOX NEXT TO THE RESOLUTION.** Failure to complete the boxes in accordance hereto will entitle your proxy to cast his vote at his own discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or the hand of an officer or attorney duly authorised. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such Share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder of any Share will for this purpose be deemed joint holders thereof.
- In order to be valid, this 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 that power or authority), must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong SAR, not less than 48 hours before the time appointed for holding the Meeting.
- All the resolutions set out in this proxy form shall be decided by poll.
- In the event of typhoon signal number 8 or above, a black rainstorm warning signal, or announcement of “extreme conditions” after super typhoons is hoisted/issued or remains hoisted/in issue any time between 7:00 am to 9:00 am on the date of the Meeting in Hong Kong, the Meeting will be automatically adjourned to the 7th calendar day after the original meeting date (or in case the then adjourned date is a public holiday, the then next business day other than a Saturday) at the same time and at the same place as set out in this form, or on any date, and/or at any time, and/or at any place otherwise announced by the Company.
- Completion and return of this form of proxy will not preclude you from attending and/or voting at the Meeting if you so wish, but if you do so, the appointment of your proxy(ies) under this form will then be considered revoked.
- The description of the Resolution(s) herein is by way of summary only. For the full text of all of the Resolution(s), please refer to the notice of the Meeting as contained in the Company’s circular dated 7 May 2024.