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## SHANGRI-LA ASIA LIMITED

香格里拉(亞洲)有限公司\*

(Incorporated in Bermuda with limited liability)

website: [www.ir.shangri-la.com](http://www.ir.shangri-la.com)

(Stock code: 00069)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shangri-La Asia Limited (“**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 28 May 2012 at 10:30 am for the following purposes:

#### ORDINARY RESOLUTIONS

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 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. To re-elect each of the following retiring directors:
  - A. Mr LUI Man Shing;
  - B. Mr HO Kian Guan;
  - C. Mr Roberto V ONGPIN;
  - D. Mr WONG Kai Man.
4. To fix directors’ fees (including fees payable to members of the remuneration committee, the nomination committee and the audit committee) for the year ending 31 December 2012.
5. To re-appoint Messrs PricewaterhouseCoopers as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix its remuneration.

6. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

A. **THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option under any share option scheme or similar arrangement for the grant or issue to option holders of shares in the Company, (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company, and (iv) any specific authority, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).

**B. THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (“**HKSE**”) or on the Singapore Exchange Securities Trading Limited (“**SGX**”) or on any other stock exchange on which the shares in the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the HKSE for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the HKSE or that of any other stock exchange as amended from time to time (as the case may be), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

C. **THAT**, conditional upon the passing of the above resolution number 6B, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted by the resolution set out as resolution number 6B, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.

- D. **THAT**, subject to and conditional upon the HKSE and SGX (if required) granting the listing on both exchanges of and the permission to deal in the shares in the capital of the Company to be issued and allotted pursuant to the exercise of any options in accordance with the terms and conditions of the new share option scheme of the Company (“**Option Scheme**”), the terms of which are set out in the printed document marked “A” produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, the Option Scheme be and is hereby approved and adopted as the new share option scheme of the Company and that the directors of the Company be and are hereby authorized to do on behalf of the Company all such acts and things as they may consider to be necessary or expedient in order to implement and give full effect to the Option Scheme.
- E. **THAT**, the share award scheme (“**Award Scheme**”), the terms of which are set out in the printed document marked “B” produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, be and is hereby approved and adopted as the share award scheme of the Company and that the directors of the Company be and are hereby authorized to do on behalf of the Company all such acts and things as they may consider to be necessary or expedient in order to implement and give full effect to the Award Scheme.

By order of the board of  
**Shangri-La Asia Limited**  
**TEO Ching Leun**  
*Company Secretary*

Hong Kong, 26 April 2012

*Head office and principal place  
of business in Hong Kong:*  
28/F Kerry Centre  
683 King’s Road  
Quarry Bay  
Hong Kong

*Notes:*

1. Every registered shareholder as shown in the registers of members of the Company holding share(s) in the Company (“**Shares**”) as at close of Wednesday, 23 May 2012 (“**Record Date**”) is entitled to attend and vote at the meeting (or at any adjournment thereof) convened by this notice (“**Meeting**”) and is entitled to appoint up to two individuals as his proxies to attend and vote instead of him by a prescribed proxy form. The number of proxies appointed by a clearing house (or its nominee) (as defined in the Company’s bye-laws) is not subject to the aforesaid limitation. A proxy need not be a shareholder of the Company.
2. A shareholder may only have one form of proxy valid at any one time and if a shareholder submits more than one form of proxy, the last form of proxy duly received in the manner set out in the proxy form shall be treated as the only valid form of proxy.
3. 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 shall 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.
4. In order to be valid, the 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 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.
5. The registers of members of the Company will be closed from Thursday, 24 May 2012 to Monday, 28 May 2012, both dates inclusive, during which no transfer of shares will be effected. In order to qualify for the right to attend and vote at the Meeting, all share transfers accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at the above address no later than 4:30 pm on Wednesday, 23 May 2012.
6. The board of directors of the Company has recommended a final dividend of HK10 cents per Share for 2011 payable on Wednesday, 13 June 2012, to shareholders whose names appear on the registers of members of the Company as at close of Friday, 1 June 2012 (subject to shareholders’ approval of the payment of the final dividend at the Meeting). In order to qualify the proposed final dividend, all share transfers must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at the above address no later than 4:30 pm on Friday, 1 June 2012.
7. In the event of typhoon signal number 8 or above or a black rainstorm warning is hoisted/issued or remains hoisted/in issue any time between 7:00 am to 9:00 am on the day of the Meeting, 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 notice, or on any date, and/or at any time, and/or at any place as otherwise announced by the Company.
8. Completion and return of the 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 the form will then be considered revoked.

*As at the date hereof, the directors of the Company are:*

*Executive directors*

*Mr KUOK Khoon Ean (Chairman)*

*Mr LUI Man Shing*

*Mr Madhu Rama Chandra RAO*

*Mr Gregory Allan DOGAN*

*Non-executive directors*

*Mr HO Kian Guan*

*Mr Roberto V ONGPIN*

*Mr HO Kian Hock (alternate to Mr HO Kian Guan)*

*Independent non-executive directors*

*Mr Alexander Reid HAMILTON*

*Mr Timothy David DATTELS*

*Mr WONG Kai Man*

*Mr Michael Wing-Nin CHIU*

*Professor LI Kwok Cheung Arthur*

*\* For identification purpose only*