



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

(Stock code: 00069)

FORM OF PROXY

For use at the annual general meeting of Shangri-La Asia Limited (“Company”) to be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 28 May 2015 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 share capital of the Company as at the close of 22 May 2015 (“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)	Abstain (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 2014.			
2.	To declare a final dividend for the year ended 31 December 2014.			
3.	To re-elect each of the following retiring directors of the Company:			
	A. Mr LUI Man Shing;			
	B. Mr HO Kian Guan;			
	C. Ms KUOK Hui Kwong.			
4.	To fix the directors’ fees (including fees payable to members of the remuneration committee, the nomination committee and the audit committee) for the year ending 31 December 2015.			
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.	A. To approve the 20% new issue general 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 amount repurchased under Resolution 6B.			

Dated: _____ 2015 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. 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, OR ABSTAIN FROM VOTING A RESOLUTION BY PLACING YOUR DESIRED NUMBER OF VOTES YOU ARE ENTITLED TO EACH OR ANY BOX OF “FOR”, “AGAINST” OR “ABSTAIN”. 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”, “AGAINST” OR “ABSTAIN” FOR A RESOLUTION, YOU MAY PUT A TICK (✓) IN THE APPROPRIATE BOX NEXT TO THE RESOLUTION.** Any vote casted for “Abstain” shall not be counted as votes for a resolution, and thus will not affect if a resolution is passed or not. 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 authorized in writing or, in the case of a corporation, must be under its common seal or the hand of an officer or attorney duly authorized. **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 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong 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 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 date 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 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.