

# 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

### FORM OF PROXY FOR 2017 ANNUAL GENERAL MEETING

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of<sup>(Note 1)</sup> \_\_\_\_\_

being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ share stapled units ("Share Stapled Unit(s)") of Jinmao Hotel (the "Trust") and Jinmao (China) Hotel Investments and Management Limited (the "Company"), hereby appoint the Chairman of the meeting<sup>(Note 3)</sup>

or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the combined annual general meeting (the "AGM") of the Trust and the Company to be held at Admiralty & The Peak, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 5 June 2018 at 2 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements of the Trust and the Company together with its subsidiaries for the year ended 31 December 2017, the audited financial statements of the Trustee-Manager for the year ended 31 December 2017, together with the reports of the directors and the independent auditor.		
2.	To declare a final distribution in respect of the Share Stapled Units jointly issued by the Trust and the Company of HK15.45 cents per Share Stapled Unit for the year ended 31 December 2017.		
3(a).	To re-elect Ms. LAN Haiqing as a non-executive director of the Trustee-Manager and the Company.		
3(b).	To re-elect Mr. JIANG Nan as a non-executive director of the Trustee-Manager and the Company.		
3(c).	To re-elect Mr. TANG Yong as an executive director of the Trustee-Manager and the Company.		
4.	To authorise the directors of the Trustee-Manager and the Company to fix their remuneration.		
5.	To re-appoint Messrs. Ernst and Young as auditors of the Trust, the Company and the Trustee-Manager, and authorise the directors of the Trustee-Manager and the Company to fix the auditors' remuneration.		
6.	To grant a general mandate to the directors of the Trustee-Manager and the Company to issue, allot and deal with additional Share Stapled Units not exceeding 20% of the total number of Share Stapled Units in issue as at the date of passing this resolution.		

Date: \_\_\_\_\_

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of Share Stapled Units registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all 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 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 AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a holder of Share Stapled Units, but must attend the AGM (or any adjournment thereof) to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This 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 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 2 p.m. on Sunday, 3 June 2018 or no less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.
- The AGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.
- The form of proxy provided to holders of Share Stapled Units for use at the AGM, and the form of voting paper to be used at the AGM, 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 AGM 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 component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the trust deed constituting the Trust;
  - a vote of the preference shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's 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 component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's 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 AGM; and completion of this form of proxy 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 is on a voluntary basis, and the same is collected and will be disclosed or transferred to Computershare Hong Kong Investor Services Limited ("Share Stapled Units Registrar") and/or other companies or bodies solely for any of the purposes as stated above in this Form. 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.