# SHANGRI-LA ASIA LIMITED

*(Incorporated in Bermuda with limited liability)*

香格里拉(亞洲)有限公司*

**(Stock Code: 00069)**

## FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We *(Note 1)* ............................................................ of ..................................................
.............................................................................................................. being the registered holder(s) of *(Note 2)* .................................................... fully-paid shares of HK$1.00 each ("Shares") in the capital of Shangri-La Asia Limited (the "Company") HEREBY APPOINT *(Note 3)* the Chairman of the meeting (who represents *(Note 4)* ..........................................................Shares held by me/us) *(Note 3)* and/or *(Note 9)* .......................................................... of ..........................................................
..............................................................................................................
(who represents *(Note 4)* ............................................ Shares held by me/us) *(Note 3)* and/or *(Note 9)* ..............................................
of ..............................................................................................................
........................................................ (who represents *(Note 4)* ........................................................ Shares held by me/us) as my/our proxy/proxies: (a) to act for me/us at the annual general meeting of the Company to be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 26 May 2005 at 10:00 a.m. (the "Meeting") (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions (the "Resolutions") as set out in the notice convening the Meeting; and (b) at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit. At the Meeting (or any adjournment thereof), .............................................................................................................. shall be my/our voting proxy *(Note 4)*.

| RESOLUTIONS | | | |
|---|---|---|---|
| **ORDINARY BUSINESS** | | **FOR** *(Note 5)* | **AGAINST** *(Note 5)* |
| 1. | To adopt the audited accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2004. | | |
| 2. | To declare a final dividend for the year ended 31 December 2004. | | |
| 3. | To re-elect the following retiring Directors:– | | |
| | (i) Mr Alexander Reid Hamilton | | |
| | (ii) Mr Lee Yong Sun | | |
| | (iii) Mr Tow Heng Tan | | |
| | (iv) Mr Ye Longfei | | |
| 4. | To fix Directors' fees (including fees payable to members of the Audit and Remuneration Committees). | | |
| 5. | To re-appoint Messrs PricewaterhouseCoopers as Auditors and authorise the Directors of the Company to fix their remuneration. | | |
| **SPECIAL BUSINESS** | | | |
| 6. | A. To grant a general mandate to the Directors of the Company to issue and allot additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution. | | |
| | B. To grant a general mandate to the Directors of the Company to repurchase shares in the capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution. | | |
| | C. To extend, conditional upon the above resolution No. 6B being duly passed, the general mandate to allot shares by adding the aggregate nominal amount of the repurchased securities to the 20% general mandate. | | |
| 7. | To amend the Bye-Laws of the Company. | | |

Dated this .......................... day of .......................... 2005 Signature *(Note 6)* ..................................................

*Notes:–*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s). Subject to Note 4 below in relation to a Clearing House, 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 received in the manner described in Note 7 below shall be treated as the only valid form of proxy.
3. A shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two individuals as his proxies to attend and vote instead of him. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the meeting .......................................... and/or" and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. In the event that two persons (other than the Chairman of the Meeting) are named as proxies and the words "the Chairman of the meeting .............................................. and/or" (and all references to Shares in respect of which he shall have been appointed) are not deleted, those words and references shall be deemed to have been deleted and the number of Shares in respect of which he shall have been appointed shall be represented by your voting proxy.
4. If you appoint two proxies to represent you, please also insert the number of Shares which each proxy represents and clearly indicate which proxy is designated as the voting proxy. If two proxies are appointed, only the voting proxy will be entitled to cast the shareholder's vote(s): (a) on a show of hands; (b) if both proxies purport to cast the shareholder's vote(s) in a different manner; and (c) on the exercise of a discretion. A proxy need not be a shareholder of the Company. 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. If you fail to specify the number of Shares which each proxy represents and/or the name of the voting proxy 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 (including the Chairman of the Meeting, but subject to Note 3 above) as your voting proxy and that such first-named proxy shall represent all the Shares held by you. If you are appointing only one proxy, you are not required to state the number of Shares which that proxy represents and, in such case, the number of Shares represented shall be all the Shares registered in your name(s).
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. On a show of hands, a shareholder is entitled to one vote. On a poll, a shareholder is entitled to one vote for every fully-paid Share held and a shareholder entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be casted accordingly. The total number of Shares referred to in the two boxes for the same resolution cannot exceed the number of Shares stated above as held by you. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with the larger number or, in case of an equal number for both boxes, the voting proxy will cast his vote at his discretion.
6. 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 either under seal or under the hand of an officer or attorney duly authorised.
7. 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 share registrars in Hong Kong, Abacus Share Registrars Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
8. Where there are joint 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 register of shareholders in respect of such Share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any Share stands first will for this purpose be deemed joint holders thereof.
9. If you appoint two proxies to represent you, please delete the word "and/" (if you want your two proxies to act separately from each other) or delete the word "/or" (if you want your two proxies to act jointly together) as appropriate. If you fail to delete either "and/" or "/or", you are deemed to have deleted "and/". Where there is any dispute between the two proxies who are acting jointly, the decision of the voting proxy shall prevail.
10. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish.

* *for identification purpose only*