

# MIRAMAR GROUP

美麗華集團

## MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED

(美麗華酒店企業有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 71)

### PROXY FORM

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

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares (the "Shares") of MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED (美麗華酒店企業有限公司) (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>, or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at The Ballroom, 18/F, The Mira Hong Kong, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Wednesday, 11 June 2014 at 12:00 noon (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1	To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended 31 December 2013.		
2	To declare a Final Dividend.		
3	(a) To re-elect Mr Alexander Au Siu Kee as director.		
	(b) To re-elect Dr Patrick Fung Yuk Bun as director.		
	(c) To re-elect Mr Lee Ka Shing as director.		
	(d) To re-elect Mr Richard Tang Yat Sun as director.		
	(e) To re-elect Mr Wu King Cheong as director.		
4	To re-appoint KPMG as Auditors and authorise the directors to fix their remuneration.		
5	To grant a general mandate to the directors of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution.		
6	To grant a general mandate to the directors of the Company to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution.		
7	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares by such number of Shares bought back by the Company.		
8	To approve the adoption of new Articles of Association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST". If no direction is given, your proxy may on a poll vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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 executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. A member of the Company (the "Member") entitled to attend and vote is entitled to appoint (i) another person (whether a Member or not) as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at the Meeting and (ii) separate proxies to represent respectively the number of the shares held by the Member that is specified in their instruments of appointment of proxies. If a Member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
7. The instrument appointing a proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the registered office of the Company at 15/F, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or any adjournment thereof, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. In calculating the periods mentioned for depositing the instrument appointing a proxy, no account is to be taken of any part of a day that is a public holiday.
8. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
9. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
10. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.