

# MIRAMAR GROUP

## 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 Tuesday, 4 June 2019 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 2018.		
2	To declare a Final Dividend.		
3	(a) To re-elect Dr LEE Shau Kee as director.		
	(b) To re-elect Dr David SIN Wai Kin as director.		
	(c) To re-elect Dr Patrick FUNG Yuk Bun as director.		
	(d) To re-elect Mr Eddie LAU Yum Chuen as director.		
	(e) To re-elect Mr Howard YEUNG Ping Leung as director.		
4	To re-appoint KPMG as Auditors and authorise the directors to fix their remuneration.		
5(A)	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.		
5(B)	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.		
5(C)	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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- 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).
- 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 INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.
- 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.
- 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.
- A shareholder of the Company (the "Shareholder(s)") entitled to attend and vote is entitled to appoint (i) another person (whether a Shareholder or not) as a proxy to exercise all or any of the Shareholder'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 Shareholder that is specified in their instruments of appointment of proxies. If a Shareholder appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
- 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 Computershare Hong Kong Investor Services Limited (the "Company's Share Registrar"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (accordingly, no later than 12:00 noon on 1 June 2019) 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.
- 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.
- 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.
- Completion and delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting if the Shareholder so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
- Please indicate in advance, not less than 1 week before the time appointed for holding the Meeting, if Shareholder(s), because of disabilities, need special arrangements to participate at the Meeting. Any such request should be in writing and sent to the Company's Share Registrar by post at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or by phone at 2862 8555. We will endeavor to make the necessary arrangements unless there is unjustifiable hardship in arranging for them.

#### 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").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Company's Registrar, and/or other companies or bodies for any of the stated purposes, and 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 and sent to the Personal Data Privacy Officer of the Company's Share Registrar by post at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk).

This Proxy Form is made in English and Chinese. In case of any inconsistency, the English version shall prevail.