



**Kosmopolito Hotels International Limited**

**麗悦酒店集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

Website: <http://www.kosmohotels.com>

(Stock Code: 2266)

**Form of proxy for use at the extraordinary general meeting (“EGM”)  
to be held on Monday, 31 October 2011 at 10:00 a.m. (and at any adjournment thereof)**

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

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.10 each in the share capital of Kosmopolito Hotels International Limited (“KHI”) HEREBY APPOINT THE CHAIRMAN OF THE EGM <sup>(Note 3)</sup>, or

\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote and act for me/us and on my/our behalf at the EGM (and any adjournment thereof) of KHI to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wan Chai, Hong Kong on Monday, 31 October 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting (the “Notice”) and as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>.

ORDINARY RESOLUTION	FOR	AGAINST
To approve the agreement dated 11 October 2011 entered into between Subang Jaya Hotel Development Sdn Bhd and Mayland Valiant Sdn Bhd and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signed \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each of KHI registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of KHI registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the EGM, please delete the words “**THE CHAIRMAN OF THE EGM, or**” and insert the name and address of the proxy appointed in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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 tick any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting in addition to 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 seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. A member of KHI entitled to attend and vote at the EGM shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. Votes may be given either personally or by proxy. A proxy need not be a member of KHI.
7. Where there are joint holders of any share of KHI, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share of KHI as if he/she were solely entitled thereto but 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 being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of KHI in respect of the relevant joint holding.
8. To be valid, this form of proxy and, if required by the board of directors of KHI, 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 deposited at KHI’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting, and in such event, the instrument appointing a proxy shall be deemed revoked.