



ASIA STANDARD HOTEL GROUP LIMITED

泛海酒店集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 292)

**WHITE FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING
OF ASIA STANDARD HOTEL GROUP LIMITED (THE “COMPANY”)
TO BE HELD AT EMPIRE GRAND ROOM, 1ST FLOOR, EMPIRE HOTEL HONG KONG,
33 HENNESSY ROAD, WANCHAI, HONG KONG
ON MONDAY, 23 SEPTEMBER 2024 AT 10:15 A.M. (HONG KONG TIME)
(AND ANY ADJOURNMENT THEREOF) (THE “SGM”)**

Number of Shares to which this Form of Proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* _____

of _____

being the registered holder(s) of _____ shares of HK\$0.02 each in the share capital of the Company, **HEREBY APPOINT** *(Note 3)* the chairman of the SGM or

of _____ as my/our proxy to attend and act for me/us at the SGM or at any adjournment thereof (as the case may be) and to vote on my/our behalf in respect of the resolution(s) to be put to the SGM and its adjournment thereof (as the case may be) as described in the notice of the SGM to members (the “Members”) of the Company dated 29 August 2024 (the “Notice”) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those stated in the Notice.

SPECIAL RESOLUTION <i>(Note 4)</i>		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1	To approve the reduction of the issued share capital of the Company by the cancellation of the Scheme Shares		
ORDINARY RESOLUTION <i>(Note 4)</i>		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
2	To approve (a) subject to and contemporaneously with the cancellation of the Scheme Shares, (i) the issued share capital of the Company shall be increased to the amount immediately prior to the cancellation of the Scheme Shares by allotment and issue to the Offeror such number of Shares, credited as fully paid, as is equal to the number of Scheme Shares cancelled; (ii) the Company shall apply the reserve created in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par such new Shares; and (iii) the directors of the Company be and are hereby authorised to allot and issue the new Shares accordingly; and (b) the authorisation of any one director of the Company to do all acts and things and/or sign such documents as considered by him to be necessary or desirable for or in connection with the implementation and completion of the Proposal and the Scheme		

Dated this _____ day of _____ Shareholder’s signature *(Note 5)*: _____

Contact Phone Number: _____

Notes:

1. Please insert the number of Shares registered in your name(s) and to which this form of proxy relates. If no number is inserted or the number inserted exceeds the total number of the Shares registered in your name(s), this form of proxy will be deemed to related to all the Shares registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. This form of proxy appoints the chairman of the SGM as your proxy. If you wish to appoint a proxy other than the chairman of the SGM, you must strike out the words "the chairman of the SGM or" 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 Member who signs it.** If no name is inserted, the chairman of the SGM shall be deemed to have been appointed as your proxy. For appointing of more than one proxy, the original form may be photocopied for use.
4. The full text of the resolutions appears in the Notice.
IMPORTANT: If you wish to vote for the resolutions, please put a tick "✓" in the appropriate box under "FOR". If you wish to vote against the resolutions, please put a tick "✓" in the appropriate box under "AGAINST". Failure to tick either box will entitle your proxy to vote or abstain at his/her discretion in respect of the relevant resolution(s). Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may at his/her absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may arise at the SGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney duly authorized to sign the same.
6. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding the SGM (or any adjournment thereof). Completion and delivery of this form of proxy will not preclude you from attending the SGM (or any adjournment thereof) and voting in person at the SGM (or any adjournment thereof) if you so wish, but in the event of your attending and voting at the SGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. Where there are joint holders of any of the Shares, any one of such joint holder may vote at the SGM or any adjournment thereof (as the case may be), in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the SGM or any adjournment thereof (as the case may be), that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. Voting on all resolutions set out in the Notice will be decided by way of a poll at the SGM.
9. The Company reserves its rights to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered, at the Company's absolute discretion, not material.
10. The proxy need not be a member of the Company but must attend the SGM in person to represent you. The proxy should produce proof of identity when attending the SGM. If a corporate Member appoints its representative to attend the SGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the SGM.
11. References to time and dates in this instrument are to Hong Kong time and dates unless otherwise specified.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy and your voting instructions for the SGM (the "**Purposes**"). We may transfer your and your proxy's name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Cap. 486, the Laws of Hong Kong) and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.

* *For identification purposes only*