

IMPORTANT:

1. Please use this Proxy Form in place of the earlier proxy form made available on 14 April 2020.
2. This Proxy Form is **not** valid for use by investors who hold shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least **seven working days** before the AGM to specify voting instructions.

Personal Data Privacy

By submitting an instrument appointing a proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2020, as amended by the corrigendum announcement dated 20 April 2020.

I/We, _____ (Name)
of _____ (Address)

being a member/members of Banyan Tree Holdings Limited (the "**Company**"), hereby appoint the chairman of the AGM (as defined below) as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting (the "**AGM**") of the Shareholders of the Company to be held by way of electronic means on Wednesday, 6 May 2020 at 10.30 a.m. and at any adjournment thereof. I/We direct my/our proxy to vote for or vote against (or to abstain from voting on) the Resolutions to be proposed at the AGM as indicated hereunder.

Members should specifically indicate in this Proxy Form how they wish to vote for or against (or abstain from voting on) the resolutions to be tabled at the AGM. If no specific direction as to voting or abstention is given, the proxy will vote or abstain from voting at his discretion, as he will on any other matter arising at the AGM and at any adjournment thereof.

Resolution No.	Resolutions relating to:	No. of Votes For*	No. of Votes Against*	No. of Votes Abstain*
As Ordinary Business				
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 and the Independent Auditor's Report thereon			
2	Re-election of Directors pursuant to Regulations 100 and 101 of the Constitution of the Company (the " Constitution ")	(i) Mr Tham Kui Seng		
		(ii) Mr Zhang Xu		
3	Re-election of Mrs Karen Tay Koh as Director pursuant to Regulation 106 of the Constitution			
4	Approval of Directors' Fees			
5	Re-appointment of Ernst & Young LLP as Auditor			
As Special Business				
6.1	Authority to issue new Shares			
6.2	Authority to grant awards and allot and issue Shares pursuant to vesting of awards under the Banyan Tree Share Award Scheme 2016			
6.3	The Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions			
6.4	The Proposed Renewal of the Share Buyback Mandate			

* If you wish to exercise all your Votes "For", "Against" or to "Abstain", please indicate with a "✓" within the box provided. Alternatively, please indicate the number of Votes as appropriate.

Dated this _____ day of _____ 2020

Signature(s) of Member(s) or Common Seal

Total number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

Important: Please read notes on the reverse carefully before completing this form.

Affix
postage
stamp

Banyan Tree Holdings Limited
c/o Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623
Attention: Company Secretary

2ND FOLD ALONG LINE

Notes:

1. In accordance with the alternative arrangements under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, members of the Company who wish to have their votes cast at the AGM **must appoint the Chairman of the AGM as their proxy** to do so.
2. This Proxy Form is **not** valid for use by investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. **CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions.**
3. Please insert the total number of Shares held by you. If you only have Shares entered against your name in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).
4. The instrument appointing a proxy must be deposited with the Company (i) via post to the Share Registrar's office at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, or (ii) via electronic mail to ir@banyantree.com (e.g. a clear scanned signed form in PDF) and received by the Company not less than 72 hours before the time appointed for the holding of the AGM.
5. The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.