# Jardine Matheson Holdings Limited

## Form of Proxy

Annual General Meeting – 9th May 2019

I/We[1] .....

of .....

hereby appoint the Chairman of the Meeting or[2,3,4,5] .....

.....

as my/our proxy to attend and vote on my/our behalf the number of shares indicated below[7] at the Annual General Meeting of the Company to be held on 9th May 2019 and at any adjournment thereof.

I/We direct that my/our proxy vote as indicated below[8]:

| | | | For | Against | Vote Withheld |
|---|---|---|---|---|---|
| **1** | To receive the Financial Statements for 2018 and to declare a final dividend. | **1** | | | |
| **2** | To re-elect Mark Greenberg as a Director. | **2** | | | |
| **3** | To re-elect Stuart Gulliver as a Director. | **3** | | | |
| **4** | To re-elect Julian Hui as a Director. | **4** | | | |
| **5** | To re-elect Jeremy Parr as a Director. | **5** | | | |
| **6** | To re-elect Lord Sassoon as a Director. | **6** | | | |
| **7** | To re-elect Michael Wu as a Director. | **7** | | | |
| **8** | To fix the Directors' fees. | **8** | | | |
| **9** | To re-appoint the Auditors and to authorise the Directors to fix their remuneration. | **9** | | | |
| **10** | To renew the general mandate to the Directors to issue new shares. | **10** | | | |

**NOTES:**

1. Please insert your full name and address in **block capitals** in the space provided. Only one of the joint holders should be mentioned (but see note 6 below).
2. You can appoint the Chairman of the Meeting or anyone else to be your proxy at the Meeting. The proxy need not be a shareholder of the Company but shall be a natural person.
3. To appoint the Chairman of the Meeting as your sole proxy in respect of all of your shares, do not include a name in the space provided.
4. To appoint any proxy other than the Chairman of the Meeting in respect of all of your shares, cross out only the words 'the Chairman of the Meeting' and insert the name and address of the proxy desired in **block capitals** in the space provided and initial the alteration.
5. All proxies may vote on a poll and all proxies, other than Directors or officers of the Company or any of its subsidiaries, may vote on a show of hands.
6. If more than one joint holder are present at the Meeting personally or by proxy, the holder present whose name stands first in the register in respect of the relevant shares will alone be entitled to vote in respect of them.
7. Please insert the number of shares to which this proxy relates in the box provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form will be deemed to relate to all the shares in the Company which are registered in your name (whether alone or jointly with others).
8. Please indicate with a tick in the relevant box which way you wish your vote to be cast. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution. If no indication is given, the proxy will vote or abstain at his discretion.
9. Corporations must execute under common seal or by an attorney or duly authorised officer.
10. To be valid this form, together with any power of attorney under which it is signed, must be deposited at any one of the Company's registrars/transfer agent: Jardine Matheson International Services Limited, P.O. Box HM 1068, Hamilton HM EX, Bermuda; Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom; M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902; not later than 9.30 a.m. (local time) on 7th May 2019.
11. Completion and return of this form will not preclude you from attending and voting at the Meeting should you so wish.
12. Any alterations to this form should be initialled.

Signed[9] .....

Date ..... 2019

| Number of shares to which this proxy relates[7]. |
|---|
| |