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SHANGRI-LA ASIA LIMITED

香格里拉(亞洲)有限公司

(Incorporated in Bermuda with limited liability)

website: www.ir.shangri-la.com

(Stock code: 00069)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Shangri-La Asia Limited (“**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 31 May 2018 at 10:45 am (or immediately after the conclusion or adjournment of the annual general meeting of the Company held at the same place, on the same date and at 10:30 am) for the following purposes:

ORDINARY RESOLUTION

To consider as special business and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

THAT the proposed amendments to the share award scheme of the Company constituted by the rules adopted by the board of directors of the Company on 28 May 2012 and 10 August 2012 (“**Award Scheme**”), as set out in the revised and reinstated scheme rules which are set forth in the printed document produced to the SGM and marked “A” and initialed by the chairman of the SGM for identification purpose, be and is hereby approved; and any one or more of the directors of the Company, and any one or more member of a committee under the board of directors of the Company delegated with power and authority to administer the Award Scheme, be and are hereby authorised to grant any Awards (as defined under the Award Scheme) under and pursuant to the Award Scheme and to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to implementation of the Award Scheme.

By order of the board of
Shangri-La Asia Limited
TEO Ching Leun
Company Secretary

Hong Kong, 14 May 2018

*Head office and principal place
of business in Hong Kong:*

28/F Kerry Centre
683 King’s Road
Quarry Bay
Hong Kong

Notes:

1. Every registered shareholder as shown in the registers of members of the Company holding share(s) in the Company (“**Share(s)**”) as at close of Friday, 25 May 2018 (“**Record Date**”) is entitled to attend and vote at the meeting (or at any adjournment thereof) convened by this notice (“**Meeting**”) and is entitled to appoint up to two individuals as his proxies to attend and vote instead of him by a prescribed proxy form. The number of proxies appointed by a clearing house (or its nominee) (as defined in the Company’s bye-laws) is not subject to the aforesaid limitation. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto provided that 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 whose name stands first on the registers of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder of any Share will for this purpose be deemed joint holders thereof.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.
4. The registers of members of the Company will be closed from Monday, 28 May 2018 to Thursday, 31 May 2018, both dates inclusive, during which no transfer of shares will be effected. In order to qualify for the right to attend and vote at the Meeting, all share transfers accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at the above address no later than 4:30 pm on the Record Date.
5. All the resolutions set out in this notice shall be decided by poll.
6. In the event of typhoon signal number 8 or above or a black rainstorm warning signal is hoisted/ issued or remains hoisted/in issue any time between 7:00 am to 9:00 am on the day of the Meeting, the Meeting will be automatically adjourned to the 7th calendar day after the original meeting date (or in case the then adjourned date is a public holiday, the then next business day other than a Saturday) at the same time and at the same place as set out in this notice, or on any date, and/or at any time, and/or at any place as otherwise announced by the Company.
7. Completion and return of the form of proxy will not preclude you from attending and/or voting at the Meeting if you so wish, but if you do so, the appointment of your proxy(ies) under the form will then be considered revoked.

As at the date hereof, the directors of the Company are:

Executive director(s)

Ms KUOK Hui Kwong (Chairman)
Mr LIM Beng Chee (CEO)
Mr LUI Man Shing

Non-executive director(s)

Mr HO Kian Guan (alternate – Mr HO Chung Tao)

Independent non-executive director(s)

Mr Alexander Reid HAMILTON
Professor LI Kwok Cheung Arthur
Dr LEE Kai-Fu
Mr YAP Chee Keong