

# Proxy Form

**IMPORTANT:**

- For investors who have used their CPF monies to buy ordinary shares in the capital of Banyan Tree Holdings Limited ("**Shares**"), this Annual Report is forwarded to them at the request of their CPF Agent Banks and is sent solely FOR INFORMATION ONLY.
- This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2020.

**Banyan Tree Holdings Limited**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200003108H)

I/We, \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a member/members of Banyan Tree Holdings Limited (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares (Ordinary Shares)	%

and/or (please delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares (Ordinary Shares)	%

as my/our proxy/proxies to attend and 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 on Wednesday, 6 May 2020 at The Straits Room, Level 4, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178, at 10.30 am and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting or abstention is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the AGM and at any adjournment thereof. **IF NO PERSON IS NAMED IN THE ABOVE BOXES, OR IF THE NAMED PERSONS ARE REFUSED ENTRY TO THE MEETING VENUE OR ARE OTHERWISE NOT PRESENT, I/WE APPOINT THE CHAIRMAN OF THE AGM AS MY/OUR PROXY TO VOTE FOR OR AGAINST THE RESOLUTIONS TO BE PROPOSED AT THE AGM AS INDICATED HEREUNDER FOR ME/US ON MY/OUR BEHALF 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*
<b>As Ordinary Business</b>				
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 " <b>Constitution</b> ")	(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			
<b>As Special Business</b>				
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 "v" 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**  
211 Upper Bukit Timah Road  
Singapore 588182  
Attention: Company Secretary

2<sup>nd</sup> fold along line

**Notes:**

1. 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 or proxies shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).
2. Ordinarily, the following provisions apply:
  - (a) A member of the Company entitled to attend and vote at the AGM, and who is not a Relevant Intermediary, is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. Such proxy need not be a member of the Company. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy shall be deemed as representing 100 per cent. (100%) of the shareholding and the second named proxy shall be deemed as an alternate to the first named proxy.
  - (b) A member of the Company who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one (1) proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. In relation to a Relevant Intermediary who wishes to appoint more than two (2) proxies, it should annex to the instrument appointing a proxy or proxies the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank who intends to appoint CPF investors as its proxies shall comply with this Note.
  - (c) "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore (the "Companies Act").  
**However, in light of the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 (the "Regulations") and the joint statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation dated 31 March 2020, and in view that the Regulations may be extended to the date of the AGM, members of the Company are strongly encouraged to appoint the Chairman of the AGM to act as his/her proxy to vote for him/her on his/her behalf at the AGM.**
3. The instrument appointing a proxy or proxies must be deposited by mail at the registered office of the Company at 211 Upper Bukit Timah Road, Singapore 588182, or by electronic mail at ir@banyantree.com, in each case not less than 72 hours before the time appointed for the AGM.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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 or proxies 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.
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act.
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.