

SHANGRI-LA GROUP

Shangri-La Asia Limited

(Incorporated in Bermuda with limited liability)

website: www.ir.shangri-la.com

(Stock code: 00069)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

(version 2.0)

(revised on 2019/05/01)

1. DEFINITION

“Board”	board of Directors
“Company”	Shangri-La Asia Limited
“Director(s)”	director(s) of the Company
“HKSE”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	Rules Governing the Listing of Securities on HKSE
“Nominating Shareholder(s)”	Shareholder(s) nominating a Proposed Director
“Nomination Proposal”	written request of and submitted by the Nominating Shareholder(s) for nominating a Proposed Director, and such request shall fulfil the requirements as set out in Clause 4
“Procedures”	these written procedures for Shareholder(s) to nominate a person for election as a Director
“Proposed Director”	a person nominated by the Nominating Shareholder(s) for election as a Director
“Shareholder(s)”	Company’s shareholder(s) as registered in the Company’s register of members as maintained by the Company’s share registrar(s)

2. RIGHT OF NOMINATION

- 2.1 Shareholder(s) shall have right to nominate a Proposed Director for election as a Director at a general meeting of the Company subject to the terms, conditions and procedures as set out in these Procedures.

3. QUALIFICATIONS OF PROPOSED DIRECTOR

- 3.1 A Proposed Director must:
- (A) be an individual; and

- (B) possess the qualifications, skills, experience and integrity which are required for acting as a Director.

4. NOMINATING PROCEDURES

4.1 Timing of Nomination for Election

- (A) A Proposed Director may be nominated for election at an annual general meeting.
- (B) Nomination Proposal must be received by the Company within 3 calendar months after end of a financial year of the Company.

4.2 Lodgement of Nomination Proposal

- (A) In order to be a valid Nomination Proposal, the Nomination Proposal must clearly indicate the Nominating Shareholder's nominating intention and the Proposed Director's consent to be nominated and must incorporate and/or be accompanied by and/or must fulfil the following:
 - (a) the particulars of the Nominating Shareholder(s) including:
 - (i) the full name of each Nominating Shareholder;
 - (ii) the number of the Company's ordinary shares held by each Nominating Shareholder as at the date of the Nomination Proposal;
 - (b) the full particulars of the Proposed Director including:
 - (i) the copy of personal identification of the Proposed Director as certified by a practising lawyer in Hong Kong;
 - (ii) as a minimum the particulars of the Proposed Director that are required to be disclosed under the Listing Rules, including the information and/or confirmation required under Rule 13.51(2) of the Listing Rules, and in case of copy(ies) of original certificate(s) or document(s), such copy(ies) shall be certified by a practising lawyer in Hong Kong;
 - (iii) the supporting materials to support the information disclosed in (ii) hereabove;
 - (c) the valid contacts of each of the Nominating Shareholder(s) and the Proposed Director, including phone number and email address; and
 - (d) the Nomination Proposal must be signed by the Nominating Shareholder(s) and the Proposed Director.
- (B) The Nominating Shareholder(s) shall timely provide further materials and information that the Board may request under Clause 5.1.

4.3 Contact of the Company

- (A) The Nomination Proposal and all relevant correspondences to the Company shall be submitted/delivered to the Company at the Company's principal place of business in Hong Kong and shall be addressed for the attention of the Company's company secretary.

5. RIGHTS OF THE BOARD AND THE COMPANY

- 5.1 The Board shall have absolute right to reasonably request the Nominating Shareholder(s) to provide further materials and information that the Board considers necessary to support, verify and/or supplement the information of the Nominating Shareholder(s) and/or the Proposed Director. The Nominating Shareholder(s) shall timely provide further materials and information that the Board may request in this Clause.
- 5.2 The Board may reject a Nomination Proposal which does not fulfil any condition set out in Clauses 2 to 4, in which case the Board shall inform the Nominating Shareholder(s) before the holding of the relevant general meeting.
- 5.3 Unless a Nomination Proposal falls within Clause 5.2, the Board shall assess the Proposed Director against the criteria set out in the Company's nomination policy and shall refer the Nomination Proposal to the Company's Nomination Committee for consideration, evaluation and recommendations before the Board makes recommendations to the Shareholders for election.

- 5.4 The Board shall have the absolute right to decide what information of the Proposed Director the Board considers necessary and appropriate to be disclosed in the circular or any other public document(s) of the Company as information to the Shareholders for the purpose of the election of the Proposed Director.
- 5.5 The Board shall have the absolute right of interpretation of the terms set out in these Procedures.
- 5.6 The terms of these Procedures shall from time to time be subject to change by the Board at its sole discretion as far as such change is not in violation of the Listing Rules, the restrictions imposed by HKSE and any other rules applicable to the Company.