

# PROXY FORM

**BANYAN TREE HOLDINGS LIMITED**  
 (Company Registration No. 200003108H)  
 (Incorporated in the Republic of Singapore)

**IMPORTANT:**

- This proxy form is not valid for use by SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors should approach their relevant intermediary as soon as possible to specify voting instructions. SRS investors should approach their respective SRS Operators at least seven (7) working days before the AGM to ensure their votes are submitted.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).

**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 5 April 2024.

I/We, \_\_\_\_\_ (Name), \*NRIC/Passport No. \_\_\_\_\_

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

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

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

and/or \*(please delete as appropriate)

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

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting (the "**AGM**") of the Shareholders of the Company to be held at Palm Ballroom, Raffles Hotel Singapore, 1 Beach Road, Singapore 189673 on Friday, 26 April 2024 at 2.30 p.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. If no person is named in the above boxes, the Chairman of the AGM shall be 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.

**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 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*
<b>As Ordinary Business</b>				
1.	Directors' Statement and Audited Financial Statements for financial year ended 31 December 2023 and the Independent Auditor's Report thereon			
2.	Payment of first and final tax exempt (one-tier) dividend			
3.	Re-election of Directors pursuant to Regulations 100 and 101 of the Constitution of the Company (the " <b>Constitution</b> ")	i. Mr Ho KwonPing ii. Mr Tan Chian Khong iii. Mrs Karen Tay Koh iv. Mr Arnoud De Meyer		
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 "/" within the box provided. Alternatively, please indicate the number of Votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature(s) of Member(s) or Common Seal  
**Important: Please read notes on the reverse carefully before completing this form.**

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

Affix  
postage  
stamp

Attention: Company Secretary

**Banyan Tree Holdings Limited**  
**c/o Boardroom Corporate & Advisory Services Pte Ltd**  
1 Harbourfront Avenue,  
#14-07 Keppel Bay Tower,  
Singapore 098632

**Notes :**

1. Please insert the total number of shares of the Company ("Shares") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 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 proxy(ies) ("Proxy Form") shall be deemed to relate to all the Shares held by you.
2. The proxy need not be a member of the Company.
3. The proxy form must be submitted to the Company in the following manner:
  - (i). if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (ii). if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),in either case, to be received by the Company by 2.30 p.m. on 23 April 2024 (being 72 hours before the time fixed for the AGM).
4. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner as may be approved by the Directors, if the instrument is submitted by electronic communication.
5. Where a Proxy Form is signed by an attorney on behalf of the appointor, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
6. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the Shareholder, being the appointor, 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.
7. 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 1967 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 (7) working days before the AGM to specify voting instructions. Refer to the Notice of AGM dated 5 April 2024 for further instructions.