



海天地悅旅集團有限公司

S.A.I. LEISURE GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1832)

PROXY FORM

Form of proxy for use at the Annual General Meeting
to be held on Thursday, May 30, 2024 and any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares (“Shares”) of HK\$0.01 each in the capital of the above-named company (“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____

as my/our proxy to act for me/us at the Annual General Meeting of the Company (“Meeting”) to be held at **5th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Hong Kong on Thursday, May 30, 2024 at 11:00 a.m.** (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting (“Notice”) and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“Directors”) and the auditor (“Auditor”) of the Company for the financial year ended December 31, 2023.		
2.	To re-elect Dr. Tan Siu Lin, <i>SBS</i> as a non-executive Director.		
3.	To re-elect Mr. Chiu George as an executive Director.		
4.	To re-elect Mr. Chan Leung Choi Albert as an independent non-executive Director.		
5.	To authorize the board of Directors to fix the Directors’ remuneration.		
6.	To re-appoint Messrs. Ernst & Young as the Auditor and to authorize the board of Directors to fix their remuneration.		
7.	To approve a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the number of the Shares in issue as at the date of passing this resolution. ^(Note 10)		
8.	To approve a general mandate to the Directors to purchase Shares not exceeding 10% of the number of the Shares in issue as at the date of passing of this resolution. ^(Note 10)		
9.	To extend the general mandate granted to the Directors to issue Shares by the number of Shares repurchased. ^(Note 10)		
Special Resolution		For ^(Note 4)	Against ^(Note 4)
10.	To adopt the new Articles of Association. ^(Note 10)		

Dated this _____ day of _____ 2024

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either of the boxes in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his discretion or abstain. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof must be deposited at **Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong** not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
- References to time and dates in this instrument are to Hong Kong time and dates.
- The full text of Resolutions 7 to 10 are set out in the Notice.

PERSONAL DATA COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information may result in the Company not being able to process your appointment of proxy and instructions.
- Your Personal Data will not be transferred to other third parties (other than the Company’s share registrar) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing addressed to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.