



香港中旅國際投資有限公司
CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 308)

FORM OF PROXY
(ANNUAL GENERAL MEETING TO BE HELD ON 20 MAY 2015)

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ ^(note 2) shares in the capital of China Travel International Investment Hong Kong Limited (“the Company”), **HEREBY APPOINT** ^(note 3) the Chairman of the Meeting of the Company or _____ (name) of _____ (address) as my/our proxy to attend, the Annual General Meeting of the Company to be held at Cafe du Parc, 2nd Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Wednesday, 20 May 2015 at 2:30 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the said Meeting, 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 indication below or, if no such indication is given, as my/our proxy thinks fit ^(note 4):

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the “Directors”) and of the Auditor for the year ended 31 December 2014.		
2.	To declare a final dividend and special final dividend.		
3.	(a) To re-elect Lo Sui On as an Executive Director.	(a)	(a)
	(b) To re-elect Wong Man Kong, Peter as an Independent Non-Executive Director.	(b)	(b)
	(c) To re-elect Chan Wing Kee as an Independent Non-Executive Director.	(c)	(c)
	(d) To authorize the board of directors (the “Board”) to fix the Directors’ fees.	(d)	(d)
4.	To re-appoint PricewaterhouseCoopers as Auditor of the Company and to authorize the Board to fix the Auditor’s remuneration.		
5.	To approve the disposal agreement and the transactions contemplated therein.		
6.	To grant the general mandate to the Directors to buy back shares of the Company.		
7.	To grant the general mandate to the Directors to allot and issue new shares in the Company.		
8.	To extend the general mandate to allot and issue new shares by adding the shares repurchased by the Company.		

Signature ^(note 5) _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If a proxy (or proxies) other than the Chairman of the Meeting is to be appointed, please delete the words “the Chairman of the Meeting of the Company or” and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If not completed, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED “AGAINST”.** Failure to tick either boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said 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 authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorised.
- In the case of 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 but if more than one of such joint holders is present at the meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall 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 in respect of the joint holding.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the Company’s share registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or adjourned meeting or the taking of the poll, as the case may be).
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the 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, this form of proxy will be deemed to be revoked.
- If a shareholder has any query about the validity of his proxy form deposited, he may contact the Company’s share registrar, Tricor Tengis Limited, at 2980-1333.