

## Langham Hospitality Investments

(As constituted pursuant to a deed of trust on 8 May 2013 under the laws of Hong Kong,  
the trustee of which is LHIL Manager Limited)

## Langham Hospitality Investments Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1270)

### PROXY FORM FOR 2015 ANNUAL GENERAL MEETING

I/We, being the Registered Holder(s) of Share Stapled Units of Langham Hospitality Investments (the “Trust”) and Langham Hospitality Investments Limited (the “Company”), hereby appoint the proxy<sup>(1)</sup> as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING**<sup>(1)</sup> to attend and vote for me/us and on my/our behalf at the combined Annual General Meeting of the Trust and the Company (“AGM”) to be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Monday, 20 April 2015 at 3:30 p.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

<b>Registered Holder(s) of Share Stapled Units</b> (Complete in ENGLISH BLOCK CAPITALS. The names of all joint Holders should be stated.)			
Registered Name			
Registered Address			
Registered Holding <sup>(2)</sup>		Signature <sup>(4)</sup>	
Date			
<b>Proxy</b> <sup>(1)</sup> (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Share Stapled Units <sup>(3)</sup>	
Full Address			

ORDINARY RESOLUTIONS		FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
1.	To receive and adopt the audited consolidated Financial Statements of the Trust and the Company for the year ended 31 December 2014, the audited Financial Statements of the Trustee-Manager for the year ended 31 December 2014, together with the Reports of the Directors and the Independent Auditor.		
2.	To declare a final distribution of HK15.2 cents per Share Stapled Unit for the year ended 31 December 2014.		
3.	To re-elect Ms. Lo Bo Lun, Katherine as a Non-executive Director.		
4.	To re-elect Mr. Ip Yuk Keung, Albert as an Executive Director.		
5.	To re-elect Mr. So Yiu Wah, Eric as an Independent Non-executive Director.		
6.	To authorize the Directors of the Company to fix their remuneration.		
7.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Trust, the Company and the Trustee-Manager, and authorize the Directors to fix their remuneration.		
8.	To grant a general mandate to the Directors of the Trustee-Manager and the Company to issue new Share Stapled Units.		

**Notes:**

1. If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A Holder entitled to attend and vote at the meetings of the Trust and the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Trust and the Company, but must attend the meeting (or any adjournment thereof) to represent you.
2. Please insert the number of Share Stapled Units registered in the name of the Holder(s).
3. Please insert the number of Share Stapled Units for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the Share Stapled Units registered in the name of the Holder(s).
4. This proxy form must be signed and dated by the Holder of Share Stapled Units or his/her attorney duly authorised in writing. If the Holder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint Holders of Share Stapled Units, any one of them may sign this proxy form. The vote of the senior joint Holder of Share Stapled Units 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 Share Stapled Units Register in respect of the joint shareholding.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
6. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Principal Place of Business in Hong Kong of the Company at Suite 2702, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong no later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
7. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
8. The AGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the Holders of Share Stapled Units at the 2015 AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.
9. The form of proxy provided to holders of Share Stapled Units for use at the 2015 AGM, and the form of voting paper to be used at the 2015 AGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of Holders of Share Stapled Units to be proposed at the 2015 AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
  - (i) a vote of the units of the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
  - (ii) a vote of the preference shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company’s amended and restated articles of association; and
  - (iii) an instruction to the Trustee-Manager to vote the number of ordinary shares held by the Trustee-Manager (as component of the relevant Share Stapled Units) in the same way of the resolution of shareholders of Company under the Company’s amended and restated articles of association.
10. In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, and the preference share and the interest in an ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of holders of Share Stapled Units to be proposed at the 2015 AGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 9 above.
11. **For the avoidance of doubt, we do not accept any special instructions written on this proxy form.**

