

Recommended Cash Acquisition

of Mandarin Oriental by Jardine Matheson at

**US\$2.75 Scheme Value +
US\$0.60 OCB Dividend per share**

by way of a scheme of arrangement

怡和集團透過協議安排方式以

**每股2.75美元協議價值 +
0.60美元OCB特別股息**

收購文華東方的

建議現金收購

HOW DO I VOTE? 如何投票?

1. **Complete and sign the Yellow Proxy Instruction Forms** to appoint a proxy to exercise your right to vote in respect of the Court Meeting (**Form A**) and Special General Meeting (**Form B**)

1. **填妥黃色代表指示表格 (Yellow Proxy Instruction Forms)** 以委任代表人代表您在法院會議 (**表格A**) 及特別股東大會 (**表格B**) 上行使投票權。

2. **Return the form to the registrar:**

Email to: srs.proxy@boardroomlimited.com;
or

Mail to: The Central Depository (Pte) Limited, c/o Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632

2. **提交表格至股份登記機構：**

電郵至：
srs.proxy@boardroomlimited.com ;
或

郵寄至： The Central Depository (Pte) Limited, c/o Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632

Deadline of receipt: no later than 8:00pm (Singapore time) on **4 December 2025**

截止日期：**2025年12月4日** 晚上8時正前 (新加坡時間)

If you hold shares through a nominee, bank or broker, you should contact your nominee, bank, broker or relevant professional adviser with regard to the voting procedures.

如果您透過代理人、銀行或經紀持有股份，請就投票程序聯絡您的代理人、銀行、經紀或相關專業顧問。

Please refer to the Scheme Document for additional details, including how to convert your shares into certificated form. If you have any queries, please feel free to call the toll-free hotline or email at:

其他詳情 (包括將股份轉換成以憑證方式持有的程序) 請參閱計劃文件。如有任何疑問，請致電免費熱線電話或發送電郵至：

+852 3953 7250 (Hong Kong 香港)

+44 371 664 0321 (UK 英國)

+65 6536 5355 (Singapore 新加坡)

DL-MUFG-CM-MO@mpms.mufg.com
(Email 電郵)

Mandarin Oriental International Limited
PROXY INSTRUCTION FORM A
Court Meeting – 8 December 2025

TAKE NO ACTION UNLESS YOU WISH CDP TO APPOINT A PROXY TO ATTEND THE COURT MEETING.

Please read the notes overleaf before completing and signing this Form. Additional copies are available from the Company's Singapore Branch Registrar, Boardroom Corporate & Advisory Services Pte. Ltd ("**BCA**"). Before completing this Proxy Instruction Form please read carefully the Notice of Court Meeting set out in the scheme document of the Company dated 14 November 2025 (the "**Scheme Document**"). By an order dated 10 November 2025 made in the matter of the Company and in the matter of the Companies Act 1981, the Court has given permission for a meeting of the Scheme Shareholders (as defined in the Scheme as further defined below) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Section 99 of the Companies Act 1981 (the "**Scheme**").

To: The Central Depository (Pte) Limited ("**CDP**" or the "**Depository**")
c/o Boardroom Corporate & Advisory Services Pte. Ltd
1 Harbourfront Avenue, Keppel Bay Tower, #14-07,
Singapore 098632

I/We¹

request you to appoint the Chair of the Meeting or^{4,6}

.....
as your proxy to attend, speak, and vote and, if necessary, to demand a poll, at the Court Meeting of the Company to be held on 8 December 2025 at 8:00 a.m. (Bermuda time) and at any adjournment thereof.

I/We direct that the proxy to vote as indicated:

1 To approve the Scheme between the Company and the Scheme Shareholders.

Res	No. of shares		
	For ⁵	Against ⁵	Total ⁵
1			
No. of shares to which this instruction relates ⁵			

TO BE COMPLETED BY DEPOSITORS WHO WISH CDP TO APPOINT A PROXY

For Individuals:⁸

For Corporations:^{7,8}

.....

.....

Signature of Account Holders

Signature of Director(s)/Secretary

Company Seal

Date:.....

NOTES:

Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part IX of the Scheme Document. Before completing this Proxy Instruction Form, please also read the section entitled 'Action to be taken' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Proxy Instruction Form unless the context otherwise requires.

1. Please fill in your full name and address in **block capitals** in the space provided. The full name of the account should be provided. In the case of joint holders, the details of all named Account Holders should be provided. Where an Account Holder holds shares as a joint Account Holder and an individual Account Holder, separate proxy forms should be used for each shareholding.
2. Interpretation
 - (i) An 'Account Holder' means a person who has an account directly with the Depository and not through a Depository Agent;
 - (ii) A 'Depositor' means an Account Holder or a Depository Agent, but does not include a sub-account holder;
 - (iii) A 'Depository Agent' means a member of the Singapore Exchange Securities Trading Limited, a trust company (licensed under the Trust Companies Act (Cap. 336)), a bank licensed under the Banking Act (Cap. 19), any merchant bank approved as a financial institution under the Monetary Authority of Singapore Act (Cap. 186) or any other person or body approved by the Depository who or which:
 - (a) performs services as a Depository Agent for sub-account holders in accordance with the terms of a Depository Agent agreement entered into between the Depository and the Depository Agent;
 - (b) deposits book-entry securities with the Depository on behalf of the sub-account holders; and
 - (c) establishes an account in its name with the Depository.
3. To be valid, a Proxy Instruction Form (the "**Form**"), duly completed, must be returned by the Depositors to The Central Depository (Pte) Limited, Boardroom Corporate & Advisory Services Pte. Ltd, 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, or a scanned copy sent by email to srs.proxy@boardroomlimited.com by no later than **8:00 p.m. (Singapore time) on 4 December 2025**.
4. You may nominate the Chair of the Meeting or anyone else to act as CDP's proxy at the Meeting. The proxy need not be a shareholder of the Company, but shall be a natural person.
 - (i) To request CDP to appoint the Chair of the Meeting as the sole proxy, simply fill in any voting instructions and sign and date the Form, but do not include a name in the space provided.
 - (ii) To nominate a person other than the Chair of the Meeting as proxy, cross out only the words 'the Chair of the Meeting' and insert the name and address of the proxy desired in **block capitals** in the space provided in the Form and initial the alteration.
5. Depositors should complete each box for the resolution indicating the number of shares to be voted for or against. If no voting instructions are given, the proxy may vote at his/her discretion. On receipt of this Form duly signed, you will be deemed to have authorised the proxy to vote, as per your instructions and authorised the proxy to vote at its discretion on any motion(s) or resolution(s) properly put to the Court Meeting. The total number of shares to which the proxy relates should also be completed, and the total number of shares represented, together with any shares represented by additional Forms, should not exceed the total shareholding of the Depositor.
6. An Account Holder may request the appointment of **ONE** proxy in respect of all or part only of their shareholding. A Depository Agent may request the appointment of **ONE OR MORE** proxies. If more than one proxy is to be appointed, additional Forms must be completed in respect of each appointment and be attached to this Form. Additional Forms are available from BCA.
7. Where an Account Holder is a corporation, and wishes to be represented at the Meeting, it must nominate a proxy to attend and vote at the Meeting in respect of its shareholding.
8. If a Depositor wishes to nominate a proxy in respect of all his/her/its shares, this Form must be signed by the Depositor or his/her/its attorney duly authorised in writing or if the Depositor is a corporation, executed under its company seal or under the hand of its attorney or officer duly authorised in writing. In the case of joint Account Holders, all named Account Holders must sign this Form. The power of attorney or other authority appointing the attorney or a notarially/duly certified copy thereof must be attached to this Form if it is signed by an attorney.
9. Any alterations to this Form should be initialed.

Mandarin Oriental International Limited
PROXY INSTRUCTION FORM B
Special General Meeting – 8 December 2025

TAKE NO ACTION UNLESS YOU WISH CDP TO APPOINT A PROXY TO ATTEND THE SPECIAL GENERAL MEETING.

Please read the notes overleaf before completing and signing this Form. Additional copies are available from the Company's Singapore Branch Registrar, Boardroom Corporate & Advisory Services Pte. Ltd ("BCA"). Please read the notice of the Special General Meeting in the scheme document of the Company dated 14 November 2025 (the "Scheme Document") and the Notes overleaf before completing this Form.

To: The Central Depository (Pte) Limited ("CDP" or the "Depository")
c/o Boardroom Corporate & Advisory Services Pte. Ltd
1 Harbourfront Avenue, Keppel Bay Tower, #14-07,
Singapore 098632

I/We¹

request you to appoint the Chair of the Special General Meeting or^{4,6}.....

.....
as your proxy to attend, speak and vote and, if necessary, to demand a poll, at the Special General Meeting of the Company to be held on 8 December 2025 at 8:15 a.m. (Bermuda time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) and at any adjournment thereof.

I/We direct that the proxy to vote as indicated:

		No. of shares			
Res		For ⁵	Against ⁵	Abstain ⁵	Total ⁵
1	To approve the SGM Resolution.	1			
		No. of shares to which this instruction relates ⁵			

TO BE COMPLETED BY DEPOSITORS WHO WISH CDP TO APPOINT A PROXY

For Individuals:⁸

For Corporations:^{7,8}

.....

.....

Signature of Account Holders

Signature of Director(s)/Secretary

Company Seal

Date:.....

NOTES:

Full details of the Special Resolution to be proposed at the Special General Meeting, are set out in the Notice of Special General Meeting which is set out in Part X of the Scheme Document. Before completing this Proxy Instruction Form, please also read the section entitled 'Action to be taken' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Proxy Instruction Form unless the context otherwise requires.

1. Please fill in your full name and address in **block capitals** in the space provided. The full name of the account should be provided. In the case of joint holders, the details of all named Account Holders should be provided. Where an Account Holder holds shares as a joint Account Holder and an individual Account Holder, separate proxy forms should be used for each shareholding.
2. Interpretation
 - (i) An 'Account Holder' means a person who has an account directly with the Depository and not through a Depository Agent;
 - (ii) A 'Depositor' means an Account Holder or a Depository Agent, but does not include a sub-account holder;
 - (iii) A 'Depository Agent' means a member of the Singapore Exchange Securities Trading Limited, a trust company (licensed under the Trust Companies Act (Cap. 336)), a bank licensed under the Banking Act (Cap. 19), any merchant bank approved as a financial institution under the Monetary Authority of Singapore Act (Cap. 186) or any other person or body approved by the Depository who or which:
 - (a) performs services as a Depository Agent for sub-account holders in accordance with the terms of a Depository Agent agreement entered into between the Depository and the Depository Agent;
 - (b) deposits book-entry securities with the Depository on behalf of the sub-account holders; and
 - (c) establishes an account in its name with the Depository.
3. To be valid, a Proxy Instruction Form (the "**Form**"), duly completed, must be returned by the Depositors to The Central Depository (Pte) Limited, Boardroom Corporate & Advisory Services Pte. Ltd, 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, or a scanned copy sent by email to srs.proxy@boardroomlimited.com by no later than **8:15 p.m. (Singapore time) on 4 December 2025**.
4. You may nominate the Chair of the Meeting or anyone else to act as CDP's proxy at the Meeting. The proxy need not be a shareholder of the Company, but shall be a natural person.
 - (i) To request CDP to appoint the Chair of the Special General Meeting as the sole proxy, simply fill in any voting instructions and sign and date the Form, but do not include a name in the space provided.
 - (ii) To nominate a person other than the Chair of the Special General Meeting as proxy, cross out only the words 'the Chair of the Special General Meeting' and insert the name and address of the proxy desired in **block capitals** in the space provided in the Form and initial the alteration.
5. Depositors should complete each box for the resolution indicating the number of shares to be voted for or against or the number of shares in respect of which the vote is to be abstained. The 'Abstain' option is to enable you to instruct the proxy to abstain on the resolution. An abstention is not a vote in law and will not be counted in the votes 'For' and 'Against' the resolution. If no voting instructions are given, the proxy may vote or abstain at his/her discretion. On receipt of this Form duly signed, you will be deemed to have authorised the proxy to vote, or to abstain from voting, as per your instructions and authorised the proxy to vote at its discretion on any motion(s) or resolution(s) properly put to the Special General Meeting. The total number of shares to which the proxy relates should also be completed, and the total number of shares represented, together with any shares represented by additional Forms, should not exceed the total shareholding of the Depositor.
6. An Account Holder may request the appointment of **ONE** proxy in respect of all or part only of their shareholding. A Depository Agent may request the appointment of **ONE OR MORE** proxies. If more than one proxy is to be appointed, additional Forms must be completed in respect of each appointment and be attached to this Form. Additional Forms are available from BCA.
7. Where an Account Holder is a corporation, and wishes to be represented at the Meeting, it must nominate a proxy to attend and vote at the Meeting in respect of its shareholding.
8. If a Depositor wishes to nominate a proxy in respect of all his/her/its shares, this Form must be signed by the Depositor or his/her/its attorney duly authorised in writing or if the Depositor is a corporation, executed under its company seal or under the hand of its attorney or officer duly authorised in writing. In the case of joint Account Holders, all named Account Holders must sign this Form. The power of attorney or other authority appointing the attorney or a notarially/duly certified copy thereof must be attached to this Form if it is signed by an attorney.
9. Any alterations to this Form should be initialed.