

TOURISM HOLDINGS LIMITED – ANNUAL MEETING PROXY FORM / ADMISSION CARD



Tuesday, 22 November 2011 at 2pm
Robert Laidlaw Room, The Heritage Hotel, 35 Hobson Street, Auckland.

«Reg_Line_1»
«Reg_Line_2»
«Reg_Line_3»
«Reg_Line_4»
«Reg_Line_5»
«Reg_Line_6»

CSN / Holder Number: «Holding_No»

* «Barcode» *

PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Annual Meeting please bring this Admission Card / Proxy Form intact to the Meeting.

PROXY FORM (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

If you **DO NOT** propose to ATTEND the Annual Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Tourism Holdings Limited's share registry, Link Market Services, no later than 5pm on Friday, 18 November 2011.

I/We being a shareholder(s) of Tourism Holdings Limited:

Hereby appoint

Or failing that person

of

(full name of proxy)

(full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Tuesday, 22 November 2011 at 2pm and at any adjournment of that meeting. The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you wish to appoint the Chairperson, please insert "The Chairperson of the Meeting" in the box above.

VOTING INSTRUCTIONS

| Ordinary Business: This form is to be used to vote as follows on the following resolutions: | | Tick (✓) in box to vote | | | |
|--|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | | For | Against | Abstain | Discretion |
| 1. | To re-elect Mr Graeme Wong as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | To re-elect Mr Deepak Gupta as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | To record the re-appointment of PricewaterhouseCoopers as auditors of the Company, and to authorise the Directors to fix the remuneration of the auditors for the ensuing year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Signed this _____ day of _____ 2011

Signature / s _____

All shareholders must sign

Contact name Daytime contact number:

NOTES:

- 1 A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.
- 3 This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be lodged or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than 5pm on Friday, 18 November 2011.
- 4 If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.
- 5 If you have any questions regarding your voting please call the Link Market Services helpline on +64 3 308 8887 or +64 9 375 5998.

PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:

- Mail:** If mailing your Proxy Form from within New Zealand, please use the reply-paid envelope provided

If mailing your Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 384, Ashburton 7740, New Zealand and affix the necessary postage from the country of mailing
- Deliver:** Link Market Services Limited, 138 Tancred Street, Ashburton 7700
- Fax:** 03 308 1311 or 09 375 5990
- Scan and email:** Lmsenquiries@linkmarketservices.com
(please put the words "THL Proxy Form" in the subject line for easy identification)

CHANGE OF ADDRESS

If the address to which this proxy form was dispatched was incorrect or has changed, please advise the correct address below and:

- ◆ return to Link Market Services, in the reply-paid envelope provided **(regardless of whether or not you are appointing a proxy)**
- ◆ or, if you are attending the Annual Meeting, hand this form in at registration

Name: «Reg_Line_1 »
«Reg_Line_2 »

CSN / Holder Number: «Holding_No»

Correct address: _____

«Barcode»

Signature/s: _____

All shareholders must sign