

TOURISM HOLDINGS LIMITED – SPECIAL MEETING PROXY FORM / ADMISSION CARD



Friday, 19 October 2012 at 2pm
Raffles Ballroom, Stamford Plaza, 22 Lower Albert Street, Auckland.

PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Special 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 Special 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 2pm on Wednesday, 17 October, 2012.

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

Hereby appoint of
(full name of proxy) (full address)

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 Special Meeting of the Company to be held on Friday, 19 October, 2012 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

Resolution One:		For	Against	Abstain	Discretion
<p><i>That the shareholders ratify, confirm and approve:</i></p> <p>(a) <i>The acquisition by the Company of the business and assets of United and Kea's campervan and motorhome sales and rentals businesses, and the merger of those acquired business and assets with the Company's New Zealand campervan and motorhome sales and rentals business;</i></p> <p>(b) <i>The issue of fully paid ordinary shares in the Company to each of United and Kea, in part consideration for the acquisition noted in (a) above, as follows:</i></p> <p>(i) <i>6,444,265 ordinary shares to United for \$0.619 per share for a total consideration of \$3,989,000; and</i></p> <p>(ii) <i>5,574,932 ordinary shares to Kea for \$0.619 per share for a total consideration of \$3,450,883,</i></p> <p>(c) <i>The provision of a loan to Kea as part of the transaction with Kea, which loan may amount to the provision by the Company of financial assistance to Kea, the precise terms and conditions of which are set out in the Explanatory Notes; as more particularly described in the Explanatory Notes, and that the directors of the Company be authorised to take all actions, do all things and execute all documents and agreements necessary or considered by them to be expedient to give effect to such transactions.</i></p>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Resolution Two:</p> <p><i>That Kay Howe be appointed as a director of the Company with effect from the date of completion of the transaction.</i></p>		<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 _____ 2012

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 2pm on Wednesday, 17 October, 2012.
- 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 By virtue of NZSX Listing Rule 9.3.1, neither United Vehicle Rentals Limited nor Kea Campers (New Zealand) Limited, nor any of their respective Associated Persons (as defined in the NZSX Listing Rules) are entitled to vote in favour the resolutions and accordingly any votes cast by any of them in favour of the resolutions will be disregarded by Tourism Holdings Limited (unless such votes are cast by such person acting as a proxy to a person who is not disqualified from voting on the resolutions, in accordance with the express instructions of the appointor to vote for or against the resolutions).
- 6 If you have any questions regarding your voting please call the Link Market Services helpline on +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 from outside New Zealand, please place in the pre-addressed envelope, affix the postage from the country of mailing and post to Link Market Services, PO Box 91976, Victoria Street West, 1142 Auckland, New Zealand
- Deliver:** Link Market Services Limited, Level 16, Brookfields House, 19 Victoria Street, Auckland
- Fax:** +64 9 375 5998
- Scan and email:** meetings@linkmarketservices.co.nz
(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 Special Meeting, hand this form in at registration

Name:

CSN/Holder Number:

Correct address: _____

Signature/s: _____

All shareholders must sign