

**PROCEDURES FOR SHAREHOLDERS
OF
THE HONGKONG AND SHANGHAI HOTELS, LIMITED (the “Company”)
TO CONVENE GENERAL MEETINGS
AND
PUT FORWARD PROPOSALS AT A GENERAL MEETING**

Subject to applicable laws and regulations, including the Companies Ordinance of Hong Kong (“Companies Ordinance”) and the Listing Rules of The Stock Exchange of Hong Kong Limited (“Listing Rules”), and the Articles of Association of the Company as amended from time to time, shareholders of the Company (“Shareholders”, and each a “Shareholder”) may convene general meetings and put forward proposals at a general meeting in accordance with the following provisions:

<p>Annual General Meeting (AGM)</p>	<p>Convening an AGM</p> <p>Every year, the Company holds an AGM. This is usually held in May.</p> <p>If the Company fails to hold an AGM after fifteen (15) months has elapsed since the date of the previous AGM, any Shareholder may apply to the court in Hong Kong which, on such application, the court may call or direct the calling of an AGM.</p> <p><i>(The Company has never failed to hold an AGM within the statutory time frame and is unlikely to do so.)</i></p>
	<p>Moving a resolution at an AGM</p> <p>The number of Shareholders required to move a resolution at an AGM by written request:</p> <ul style="list-style-type: none"> i. Shareholders holding in aggregate not less than one-fortieth (1/40) of the total voting rights of those Shareholders having the right to vote at the AGM; or ii. not less than fifty (50) Shareholders holding shares in the Company on which there has been paid up an average sum, per Shareholder, of not less than HK\$2,000. <p>The written request must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution and signed by all the Shareholders concerned in one or more documents in like form.</p>

A new resolution cannot be moved at the AGM unless the following procedures are followed:

The written request must be deposited at 8/F, St. George's Building, 2 Ice House Street, Central, Hong Kong, the registered office of the Company, for the attention of the Company Secretary not less than six (6) weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one (1) week in the case of any other requisition.

The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to include the resolution in the agenda for the AGM *provided that* the Shareholders concerned have deposited a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the Shareholders concerned in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the request has been verified as not in order or the Shareholders concerned have failed to deposit reasonably sufficient money to meet the Company's expenses for the said purposes, the Shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM.

It shall be noted that in case of a resolution duly proposed as a special resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

Proposing the election of a director other than a director of the Company

If a Shareholder wishes to propose a person other than a director of the Company for election as a director at the AGM, he/she can deposit a written notice to that effect at the registered office of the Company for the attention of the Company Secretary. In order for the Company to inform Shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, include the person's biographical details as required by rule 13.51(2) of the Listing Rules, and be signed by the Shareholder concerned and that person indicating his/her willingness to be elected. The period for lodgment of

	<p>such a written notice will commence no earlier than the day after the despatch of the AGM notice (inclusive of such day) and end no later than seven (7) days prior to the date of the AGM (inclusive of such day). If the notice is received less than fifteen (15) days prior to the AGM, the Company will need to consider the adjournment of the AGM in order to allow Shareholders fourteen (14) days' notice of the proposal.</p>
<p>Extraordinary General Meeting (EGM)</p>	<p>Convening an EGM</p> <p>Shareholders holding not less than one-twentieth (1/20) of the paid-up capital of the Company can deposit a written request to convene an EGM at 8/F, St. George's Building, 2 Ice House Street, Central, Hong Kong, the registered office of the Company, for the attention of the Company Secretary.</p> <p>The written request must state the objects of the meeting, signed by the Shareholders concerned and may consist of one or more documents in like form, each signed by one or more of those Shareholders.</p> <p>The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered shareholders.</p> <p>On the contrary, if the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and accordingly, an EGM will not be convened as requested.</p> <p>Where, within twenty-one (21) days of the deposit of the requisition, the directors of the Company do not proceed duly to convene an EGM for a day not more than twenty-eight (28) days after the date on which the notice convening the EGM is given, the relevant Shareholders, or any of them representing more than one-half (1/2) of the total voting rights of all of them, may themselves convene an EGM, <i>provided that</i> any EGM so convened is held within three (3) months from the date of the original requisition.</p>

Notice periods for the EGM

Where the EGM request requires the serving of a special notice under the Companies Ordinance, notice of intention to move such a resolution must be given to the Company not less than twenty-eight (28) days before the proposed EGM date.

Moreover, the notice period to be given to all registered Shareholders for consideration of the proposal raised by the Shareholders concerned at an EGM varies according to the nature of the proposal, as follows:

- fourteen (14) clear days' or ten (10) clear business days' notice in writing, whichever is the longer, if the proposal constitutes an ordinary resolution of the Company; and
- twenty-one (21) clear days' or ten (10) clear business days' notice in writing, whichever is the longer, if the proposal constitutes a special resolution of the Company.