

**PROCEDURES FOR VOTING BY POLL
AT
GENERAL MEETINGS
OF
THE HONGKONG AND SHANGHAI HOTELS, LIMITED (the “Company”)**

In accordance with Article 58 of the Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules of The Stock Exchange of Hong Kong Limited (“Listing Rules”). In 2009, the Listing Rules were amended to require shareholders’ votes at any general meeting be taken by poll. The Chairman of a general meeting will request that all the resolutions be voted by poll at the meeting.

The Chairman or the Company Secretary will explain the procedures for voting by poll to shareholders and answer any questions from shareholders before the poll is taken.

On a poll, every member present in person, or being a corporation by its duly authorised representative, or by proxy, shall have one vote for each share held by him/her. All shareholders, corporate representatives or proxies who attend the meeting will be given voting papers upon their registration at the meeting. The resolutions will be printed on the voting papers. He/she can cast his/her votes either for or against each resolution in respect of the number of shares held under his/her name.

The Company’s share registrar, Computershare Hong Kong Investor Services Limited, will act as the scrutineer on the resolutions voted on by poll.

The Chairman at the general meeting will go through proposing and seconding of all the resolutions first and leave the voting by poll to the end of the meeting.

The Chairman is the holder of proxies which have been sent in for use at the meeting. He will record the number of votes of such proxies in accordance with their indication at the time of voting by poll. In respect of those proxies which do not indicate how to vote, the Chairman will exercise his discretion to cast such votes on the resolution.

As the counting and verification of the votes by poll will take time to complete, the results of the poll will be uploaded on the Company’s and the Stock Exchange’s websites on the same day after the closure of the meeting.