



THE HONGKONG AND SHANGHAI HOTELS, LIMITED  
香港上海大酒店有限公司

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 00045)

Number of shares to which this proxy form relates <sup>1</sup>	
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## Annual General Meeting – Proxy Form

I/We<sup>2</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered shareholder(s) in the capital of The Hongkong and Shanghai Hotels, Limited (the "Company") hereby appoint<sup>3 and 4</sup> \_\_\_\_\_ (name)

of \_\_\_\_\_ (address)

or failing him/her, the Chairman of the Annual General Meeting of the Company to be held at The Peninsula Hong Kong, Salisbury Road, Kowloon, Hong Kong on Monday, 12 May 2014 (the "Meeting") at 12:00 noon as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof on the resolutions below as follows:

Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>
(1)	To receive the audited Financial Statements and the Reports of the Directors and independent auditor for the year ended 31 December 2013		
(2)	To declare a final dividend		
(3)	(a) To re-elect Mr. Clement King Man Kwok as Director		
	(b) To re-elect Mr. William Elkin Mocatta as Director		
	(c) To re-elect Mr. Pierre Roger Boppe as Director		
	(d) To re-elect Dr. William Kwok Lun Fung as Director		
	(e) To re-elect Mr. Alan Philip Clark as Director		
	(f) To elect Mr. Andrew Clifford Winawer Brandler as new Director		
(4)	To re-appoint KPMG as auditor of the Company and to authorise the Directors to fix their remuneration		
(5)	To grant a general mandate to issue new shares		
(6)	To grant a general mandate for share repurchase		
(7)	To add shares repurchased to the general mandate to issue new shares in Resolution (5)		
(8)	To determine the ordinary remuneration of Non-Executive Directors and Independent Non-Executive Directors		
<b>Special Resolution</b>			
(9)	To delete the provisions of the former Memorandum of Association and amend the Articles of Association of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature(s): \_\_\_\_\_ <sup>6 and 7</sup>

**Notes:**

- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to that number of shares.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- A member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A proxy need not be a member of the Company. If you wish to appoint a proxy, insert the name and address of your proxy in the spaces provided.
- As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this proxy form.
- Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of such an indication, the proxy will vote for or against the resolution or will abstain at his/her discretion.
- This proxy form must be signed by the appointor or his/her attorney, or if the appointor is a corporation must be either under its common seal or signed on its behalf by an attorney or duly authorised officer of the corporation.
- In the case of joint holders, any one shareholder may sign the proxy form. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 24 hours before the time appointed for holding the Meeting.
- All resolutions set out in the Notice of the Annual General Meeting will be voted by poll at the Meeting. On a poll, every shareholder present in person or by proxy or (being a corporation) which is represented by proxy shall have one vote for every share held by him/her.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.

**Personal Information Collection Statement**

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO").
- The Personal Data you have provided in this form may be used in connection with processing your appointment of proxy at the Company's Meeting and instructions. Your supply of Personal Data is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the relevant Personal Data.
- The Personal Data you have provided may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by mail to: Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A copy of our Company's Data Privacy and Security Policy is available at [www.hshgroup.com](http://www.hshgroup.com).