

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

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 including proposing a person for election as a director in accordance with the following provisions:

Annual General Meeting (AGM)	<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 within six (6) months after the end of the preceding financial year, any Shareholder may apply to the court in Hong Kong which, on such application, may call or direct the calling of an AGM and give any ancillary or consequential directions that the court thinks expedient.</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 2.5% 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 who has a right to vote on such resolution. <p>The request must state the resolution and be signed by all the Shareholders concerned in one or more documents in like form.</p> <p>All requests must be sent:</p> <ul style="list-style-type: none"> i. in hard copy form to 8/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong, the registered office

of the Company, or
ii. in electronic form by fax to +852 2810 4306,

for the attention of the Company Secretary and must be received no later than six (6) weeks before the AGM to which the requests relates, or if later, the time at which notice is given of the AGM.

Written request(s) in hard copy form will be deemed received on the second business day after posting (if posted) or when the document is delivered (if delivered by hand). If sent in electronic form by fax, the written request will be deemed to be received forty-eight (48) hours after the fax is successfully sent. The request will be verified with the Company's share registrar and upon 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 at the Company's expense. If the procedures above are not followed or the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and, 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 subsequent amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

Proposing a person for election as a director at an AGM

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 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 not received more than ten (10) business days prior to the AGM, the Company will need to consider the adjournment of the AGM in order to allow Shareholders at least ten (10) business days' notice of the proposal.

**Extraordinary
General Meeting
(EGM)**

Convening an EGM

At the request of Shareholders holding in aggregate not less than 5% of the total voting rights of all the Shareholders having a right to vote at general meetings, the Directors are required to convene an EGM. Such a request or requests may be made:

- i. in hard copy form to 8/F, St. George's Building, 2 Ice House Street, Central, Hong Kong, the registered office of the Company, or
- ii. in electronic form by fax to +852 2810 4306,

for the attention of the Company Secretary and must be signed by the person or persons making it. Written request in hard copy form will be deemed to have received on the second business day after posting (if posted) or when the document is delivered (if delivered by hand). If sent in electronic form by fax, the written request will be deemed to be received forty-eight (48) hours after the fax is successfully sent.

The written request must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution to be moved at 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.

The request will be verified with the Company's share registrar and upon 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.

If the procedures above are not followed or the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and an EGM will not be convened as requested.

Where, within twenty-one (21) days after the date on which they become subject to the requirement to convene an EGM, 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 50% of the total voting rights of all of them, may themselves convene an EGM, *provided that* any EGM so convened is held within three (3) months after the date on which the directors of the Company become subject to the requirement to call an EGM. The Company will reimburse

	<p>those reasonable expenses incurred by the relevant Shareholders by reason of the failure of the Directors duly to convene the EGM.</p>
	<p>Notice periods for the EGM</p> <p>The notice period for an EGM, whether convened upon the Shareholders' request or not, is as follows:</p> <ul style="list-style-type: none"> • 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. • The notice period to be given to all registered Shareholders for consideration of the proposal raised by the Shareholders concerned at an EGM is fourteen (14) clear days' or ten (10) clear business days' notice in writing, whichever is the longer.
	<p>Proposing a person for election as a director at an EGM</p> <p>The procedures for proposing a person for election as a director at an AGM shall apply equally to the proceedings of an EGM.</p>