

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
此乃要件 請即處理

HONG KONG EXCHANGES AND CLEARING LIMITED AND THE STOCK EXCHANGE OF HONG KONG LIMITED TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS ELECTION FORM, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS ELECTION FORM.
香港交易及結算所有限公司及香港聯合交易所有限公司對本選擇表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本選擇表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。



THE HONGKONG AND SHANGHAI HOTELS, LIMITED (the "Company")
香港上海大酒店有限公司 (「本公司」)
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立的有限公司)
(Stock Code 股份代號: 45)

FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2010 ("2010 FINAL DIVIDEND")
SCRIP DIVIDEND SCHEME – ELECTION FORM
截至2010年12月31日止年度的末期股息 (「2010年末期股息」)
以股代息計劃 – 選擇表格

THIS ELECTION FORM IS FOR THE USE ONLY OF THE SHAREHOLDER(S) NAMED IN BOX A. THE RIGHT TO RECEIVE NEW SHARES OF HK\$0.50 EACH IN THE COMPANY CREDITED AS FULLY PAID ("NEW SHARES") INSTEAD OF THE WHOLE OR PART OF THE CASH DIVIDEND IS NON-TRANSFERABLE.
CERTIFICATES AND/OR CHEQUES FOR DIVIDEND ENTITLEMENTS WILL BE SENT BY ORDINARY POST TO YOU AT YOUR RISK TO THE ADDRESS STATED BELOW.

WHERE APPLICABLE, THIS FORM SHOULD BE RETURNED TO THE COMPANY'S SHARE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, 17M FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TO ARRIVE NO LATER THAN 4:30 P.M. ON 15 JUNE 2011. IF THIS ELECTION FORM IS NOT SIGNED AND RETURNED BY SUCH TIME, ALL OF YOUR THE 2010 FINAL DIVIDEND WILL BE PAID IN CASH AND ANY ELECTION YOU MAY HAVE MADE IN THIS FORM TO RECEIVE NEW SHARES FOR FUTURE DIVIDENDS DECLARED AFTER THE 2010 FINAL DIVIDEND FOR WHICH A SCRIP ALTERNATIVE IS AVAILABLE WILL BE OF NO EFFECT. THE DECISION OF THE COMPANY IN ANY DISPUTE RELATING TO THE SCRIP DIVIDEND SCHEME SHALL BE CONCLUSIVE AND BINDING.
本選擇表格只供A欄指明的股東使用。收取已繳足股款每股面值港幣0.5元的本公司新股份 (「新股份」) 以代替全部或部分現金股息的權利不得轉讓。
與應收股息有關的股票及/或支票將以平郵方式寄往 閣下的下列地址，郵誤風險由 閣下承擔。

如適用，本表格應在2011年6月15日下午4時30分前交回本公司的證券登記處 – 香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓。倘未有在上述時間前簽妥及交回本選擇表格，閣下的2010年末期股息將全部以現金派付。而 閣下於本表格內作出欲就繼2010年末期股息之後宣派的股息在在以股代息選擇的情況下收取新股份的任何選擇將會無效。在發生與以股代息計劃有關的任何爭議時，本公司的決定將不可推翻並具有約束力。

PART 1 – YOUR DETAILS 第一部分 – 閣下的個人資料

BOX A A欄	NAME(S) AND ADDRESS OF REGISTERED SHAREHOLDER(S) 登記股東的姓名及地址
-------------	--

BOX B B欄	NUMBER OF SHARES HELD AT RECORD DATE, 16 MAY 2011 在記錄日期 (即2011年5月16日) 持有的股份數目
-------------	--

PART 2 – CASH DIVIDEND ONLY 第二部分 – 只收取現金股息

If you wish to receive only cash for the 2010 Final Dividend and for future final and interim dividends declared after the 2010 Final Dividend, you do not need to take any action. Therefore, please DO NOT return this Election Form.
閣下如欲只以現金方式收取2010年末期股息及繼2010年末期股息之後宣派的末期及中期股息，則 閣下無須採取任何行動。因此，請不要交回本選擇表格。

PART 3 – SCRIP DIVIDEND ONLY 第三部分 – 只收取代息股份

If you wish to receive only New Shares for the 2010 Final Dividend, please just SIGN, DATE and RETURN this Election Form.
If you wish to receive only New Shares for the 2010 Final Dividend and you wish to elect to receive only New Shares for future final and interim dividends declared after the 2010 Final Dividend for which a scrip alternative is available, you should also enter a tick (✓) in Box D.
閣下如欲只以收取新股份方式收取2010年末期股息，只須在本選擇表格上簽名及註明日期，然後交回本選擇表格。
閣下如欲只以收取新股份方式收取2010年末期股息並選擇日後在在以股代息選擇的情況下只以新股份方式收取繼2010年末期股息之後宣派的末期及中期股息，則 閣下亦應在D欄劃上(✓)號。

PART 4 – PART CASH DIVIDEND AND PART SCRIP DIVIDEND 第四部分 – 部分收取現金股息及部分收取代息股份

If you wish to receive your entitlement to the 2010 Final Dividend partly in cash and partly in New Shares, please ENTER in Box C the number of shares which you held on the Record Date, 16 May 2011, for which you require the 2010 Final Dividend to be paid in New Shares. Then SIGN, DATE and RETURN this Election Form.
If you sign this Election Form without completing Box C, or if you elect to receive New Shares in respect of a greater number of shares than your registered holding on the Record Date, 16 May 2011, you will be deemed to have elected to receive only New Shares in respect of ALL the shares registered in your name on the Record Date, 16 May 2011.
閣下如欲以部分收取現金及部分收取新股份方式收取 閣下應收的2010年末期股息，請在C欄填寫 閣下欲以收取新股份方式收取2010年末期股息的有關股份數目 (該等股份須為 閣下在記錄日期 (即2011年5月16日) 所持有者)，然後在本選擇表格上簽名及註明日期，並交回本選擇表格。
倘若 閣下簽署本選擇表格而既無填寫C欄，或倘若 閣下選擇收取新股份的有關股份數目超過在記錄日期 (即2011年5月16日) 登記在 閣下名下的股份數目，則 閣下將被視為就在記錄日期 (即2011年5月16日) 登記在 閣下名下的所有股份選擇了只收取新股份。

BOX C C欄	NUMBER OF SHARES HELD AT RECORD DATE, 16 MAY 2011, FOR WHICH 2010 FINAL DIVIDEND IS TO BE PAID IN NEW SHARES 欲以收取新股份方式收取2010年末期股息的有關股份數目 (該等股份須為 閣下在記錄日期 (即2011年5月16日) 所持有者)
-------------	---

PART 5 – FUTURE SCRIP DIVIDENDS DECLARED AFTER THE 2010 FINAL DIVIDEND 第五部分 – 繼2010年末期股息之後宣派的以股代息選擇的股息

If you wish to receive, in respect of ALL shares registered in your name on the relevant record date(s), only New Shares instead of cash for future final and interim dividends declared after the 2010 Final Dividend for which a scrip alternative is available, please ENTER a tick (✓) in Box D. Then SIGN, DATE and RETURN this Election Form.
If you enter a tick (✓) in Box D, unless and until you revoke such election by notice in writing to the Company's share registrar, you will receive only New Shares for future final and interim dividends declared after the 2010 Final Dividend for which a scrip alternative is available for all of the shares registered in your name on the relevant record date(s), without having to complete any further Election Forms.
閣下如欲在有關記錄日期登記在 閣下名下的所有股份在在以股代息選擇的情況下只以收取新股份而不收取現金的方式收取繼2010年末期股息之後宣派的末期及中期股息，請在D欄劃上(✓)號。然後，請在本選擇表格上簽名及註明日期，並交回本選擇表格。
倘若 閣下在D欄劃上(✓)號，除非及直至 閣下向本公司的證券登記處發出書面通知取消該項選擇，在繼2010年末期股息之後宣派的末期及中期股息在在以股代息選擇的情況下，就在有關記錄日期登記在 閣下名下的所有股份，閣下將只會收到新股份而毋須另外填寫任何選擇表格。

BOX D D欄	ELECTION FOR NEW SHARES ON FUTURE DIVIDENDS 選擇以收取新股份方式收取日後的股息
-------------	--

TO THE BOARD OF DIRECTORS OF THE HONGKONG AND SHANGHAI HOTELS, LIMITED:

致香港上海大酒店有限公司董事局：
I/We, the undersigned and above-named shareholder(s), give notice that the 2010 Final Dividend should be paid in accordance with the instructions given above, subject to the terms and conditions set out in the circular dated 23 May 2011 and the Articles of Association of the Company. If so indicated in Box D above, I/we wish this election to apply to my/our entire holding on the relevant record date(s) (to fall after the Record Date of 16 May 2011 for the 2010 Final Dividend), for and on the same terms as subsequent offers made to other shareholders, until revoked by notice in writing by me (or my personal representatives)/us (or the personal representatives of the last of us to die).
本人/吾等，即下方簽署人及上述股東，茲通知董事局2010年末期股息應按照上述指示並遵照於2011年5月23日發出的通函所載的條款及條件及本公司的組織章程細則派付。倘若本人/吾等在D欄表示選擇以收取新股份方式收取日後的股息，本人/吾等希望此項選擇按照現今後向其他股東提出者相同的條款適用於本人/吾等在各有關記錄日期 (2010年末期股息的記錄日期，即2011年5月16日以後) 持有的全部股份，直至本人 (或本人的遺產代理人) / 吾等 (或吾等當中最後去世者的遺產代理人) 以書面形式撤銷此項選擇為止。

SIGNED (usual signature(s)) 簽名 (慣常簽名)

(1) (2) (3) (4)

Daytime telephone number (if any): Date 日期 2011
日間電話號碼 (如有):

In the case of joint holders, all must sign.
In the case of a corporation, this form should be signed on its behalf by a duly authorised officer whose position should be stated.

如屬聯名持有人，所有持有人均須簽名。
如屬公司，則本表格須由其正式授權的職員代為簽署，另須註明簽名職員的職位。
Please refer to the Company's Data Privacy and Security Policy available at www.hshgroup.com concerning your personal data.
有關 閣下個人資料的事宜，請參閱登載在網站www.hshgroup.com的本公司個人資料及保安政策。