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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)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of The Hongkong and Shanghai Hotels, Limited (the "Company") will be held at The Peninsula Hong Kong, Salisbury Road, Kowloon, Hong Kong on Monday, 12 May 2014 (the "2014 Annual General Meeting") at 12:00 noon for the following purposes:

1. To receive and consider 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. To re-elect retiring Directors and to elect new Director.
4. To re-appoint the auditor and authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modification the following ordinary resolutions:

5. **"THAT:**

- (a) subject to paragraph (c), a general mandate be unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options or warrants (including securities convertible into shares of the Company) which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might

require the exercise of such powers after the end of the Relevant Period;

- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the 2014 Annual General Meeting) and the said mandate shall be limited accordingly; and
- (d) for the purpose of this Resolution:  
'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

'Rights Issue' means an offer of shares or an issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

6. "THAT:

- (a) a general mandate be unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to repurchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the total number of shares so repurchased or otherwise acquired shall not exceed 10% of the total number of shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the 2014 Annual General Meeting); and
- (b) for the purpose of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

7. "THAT, subject to the passing of Resolutions 5 and 6 set out in the notice of this meeting, the total number of shares of the Company which are repurchased or otherwise acquired by the Company pursuant to Resolution 6 shall be added

to the total number of shares of the Company which may be issued pursuant to Resolution 5."

8. "THAT, the ordinary remuneration of Non-Executive Directors and Independent Non-Executive Directors be respectively fixed at HK\$250,000 each per annum and HK\$300,000 each per annum with effect from 12 May 2014."

and to consider and, if thought fit, pass with or without modification the following as a special resolution:

9. "THAT all of the provisions in the Memorandum of Association of the Company, which have been deemed to be provisions in the Articles of Association by the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), be deleted and the Articles of Association of the Company be amended as follows:

(a) Article 1 be amended only:

– by deleting it and replacing it with the following:

- '1. (A) The name of the Company is "THE HONGKONG AND SHANGHAI HOTELS, LIMITED 香港上海大酒店有限公司".
- (B) The Registered Office of the Company will be situate in Hong Kong.
- (C) The liability of the members is limited.
- (D) The liability of the members is limited to any amount unpaid on the shares held by the members.
- (E) The initial subscribers of the shares in the capital of the Company were as follows:

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
W. Nissen, of Hongkong, Merchant	Twenty-five
H. Kaiser, Banker, Hongkong	Twenty-five
M. Bosman, Merchant, Hongkong	Fifty
G. Overbeck, Merchant, Hongkong	Fifty
Benj. T. Kindersley, Merchant, Hongkong	Ten
N. J. Ede, Merchant, Hongkong	Ten
J. I. Murray, M.D., Hongkong	Ten
Total shares taken	One hundred and eighty

- (F) No regulations set out in any schedule to a notice made under any ordinance concerning companies shall apply as regulations or articles of the Company and the Model Articles in section 2 of the Companies (Model Articles) Notice (L.N.77 of 2013) shall not apply to the Company.;
- by inserting next to Article 1.(A) the marginal note 'Former provisions in the Memorandum of Association';
  - by deleting the marginal note 'Table A not to apply' next to the current Article 1 and replacing it with 'Other regulations and Model Articles not to apply';
- (b) Article 2 be amended only by:
- inserting the following new definition immediately after the definition of "associate":  
' "Companies Ordinance" the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).';
  - deleting the words '73A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)' and replacing them with the words '126 of the Companies Ordinance', within the definition of "Securities Seal";
  - deleting the definition of "the Statutes" and replacing it with the following:  
' "the Statutes" the Companies Ordinance as amended from time to time and every other ordinance for the time being in force concerning companies and affecting the Company.');
  - deleting the sentence 'All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall be construed accordingly.');
- (c) Article 3 be amended by deleting the words 'nominal value of the' whenever used in that Article and replacing them with the words 'the aggregate number of';
- (d) Article 5 be amended by deleting it and replacing it with the following:
- '5. The Company may from time to time by Ordinary Resolution increase its share capital by allotting and issuing new shares or without allotting and issuing new shares if the funds or other assets for the increase are provided by the members of the Company. All new shares shall be subject to the provisions of the Statutes and of these Articles with reference to allotment and issue, payment of calls, lien, transfer, transmission, forfeiture and otherwise.;
- (e) Article 6 be amended only by:
- deleting it and replacing it with the following:
- '6. The Company may by Ordinary Resolution:-
- (a) allot and issue bonus shares with or without increasing its share capital;
  - (b) convert all or any of its shares into a larger or smaller number of shares;
  - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled, or which have been forfeited.;
  - by deleting the marginal note 'Consolidation, division, subdivision and cancellation of shares' next to Article 6 and replacing it with 'Other alteration of share capital';
- (f) Article 7 be amended by deleting it and replacing it with the following:
- '7. The Company may by Special Resolution reduce its share capital in any manner permitted by the Companies Ordinance.;
- (g) Article 9 be amended by deleting it and replacing it with the following:
- '9. Subject to the provisions of the Statutes relating to authority, pre-emption rights and otherwise and of any relevant resolution of the Company and the Listing Rules, the Directors may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of shares to such persons, at such times and on such terms as they think proper.;

- (h) Article 15 be amended by replacing the word 'for' with the word 'to' before the following wording at the end of the Article:

'one or several certificates within the period as may from time to time be permitted under the Listing Rules and the Statutes after the allotment or lodgement of a transfer.';

- (i) Article 18 be amended by deleting the words '(whether on account of the nominal value of the shares or by way of premium)';
- (j) Article 20 be amended by deleting the words '(whether on account of the nominal value of the share or by way of premium)';
- (k) Article 23 be amended by deleting the words '(whether on account of the nominal value of the shares or by way of premium)';
- (l) Article 25 be amended by deleting the word 'seven' and replacing it with the word 'fourteen';
- (m) Article 35 be amended by deleting the words 'and without assigning any reason therefor' in the first sentence;
- (n) Articles 44, 45 and 46 and the marginal notes next to those articles be deleted entirely;
- (o) Article 47 be amended by deleting it and replacing it with the following:

'47. An Annual General Meeting shall be held once in every year, at such time (within six months after the end of the preceding financial year) and place as may be determined by the Directors. All other general meetings shall be called Extraordinary General Meetings.';

- (p) Article 49 be amended by deleting it and replacing it with the following:
- '49. An Annual General Meeting shall be called by twenty-one days' notice in writing at the least and any Extraordinary General Meeting by fourteen days' notice in writing at the least, and where relevant such other longer minimum notice period as may be specified under the Listing Rules. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in manner hereinafter mentioned to all members entitled to attend and vote at the meeting, provided that:-

- (a) a general meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members; and

- (b) the accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any person entitled thereto shall not invalidate the proceedings at that general meeting.';

- (q) Article 50 be amended only by deleting paragraph (A) and replacing that paragraph with the following:

'50. (A) Every notice calling a general meeting shall specify the place (and if the meeting is to be held in two or more places using any technology that enables the members who are not together at the same place to listen, speak and vote at the meeting, the principal place of the meeting and the other place or places of the meeting) and the day and time of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company.';

- (r) Article 51 be amended by deleting the word 'accounts', wherever used in that Article, and replacing it with the words 'financial statements';
- (s) Article 58 be amended by replacing the word 'three' with the word 'two' in paragraph (ii) and by replacing the words 'one-tenth' with the words 'one-twentieth' in paragraphs (iii) and (iv) respectively;

- (t) Article 68 be amended by deleting it and replacing it with the following:

'68. A member may in respect of any shares held by him attend by one or more proxies any general meeting which he is entitled to attend in person and, on a poll but not otherwise, vote by proxy on any resolution at any such meeting on which he would, if present in person, otherwise be entitled to vote in respect of such shares. A proxy need not be a member of the Company.';

- (u) Article 98 be amended only by the following:

- deleting paragraph (A) and replacing it with the following:

'98. (A) A Director who, to his knowledge, is materially interested or has an associate who is materially interested, in any way, whether directly or indirectly, in a contract, arrangement or transaction or proposed contract, arrangement or transaction with the Company and which is of significance in relation to the Company's business shall declare the nature and extent of his interest or the interest of his associate at the earliest meeting of the Directors at which it is practicable for him to do so, in accordance with the Statutes. A general notice to the Directors by a Director stating that, by reason of facts specified in the notice, he or any of his associates is to be regarded as interested in contracts, arrangements or transactions or proposed contracts, arrangements or transactions of any description which may subsequently be made or contemplated by the Company shall be deemed for the purposes of this Article to be a sufficient declaration of his or its interest, so far as attributable to those facts, in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction of that description which may subsequently be made or contemplated by the Company, but no such general notice shall have effect in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction unless it is given in writing and sent to the Company at least twenty-one days before the date on which the question of entering into the same is first taken into consideration at a meeting of the Directors, or given at such meeting of Directors.' ;

- deleting paragraph (C)(iv) only;

- (v) Article 112 be amended only by the following:

- inserting at the end of paragraph (A) the words 'Notwithstanding any other provision of these Articles, a document which requires execution under seal may be executed by the Company, without affixing the Seal thereto, by two Directors on behalf of the Company or by a Director and the Secretary and the Company may execute a document as a deed by executing it in such manner, with the document expressed to be executed and delivered by the Company as a deed.';
- deleting paragraph (D) and replacing it with the following:

'(D) Any Securities Seal shall only be used for sealing securities issued by the Company and documents creating or evidencing securities so issued. The Securities Seal shall be affixed by impressing that seal by mechanical means, or, if authorised by the Directors by resolution, by printing that seal or a facsimile of it, on the securities or document creating or evidencing the securities. Any such securities or documents sealed with the Securities Seal shall not require to be signed.';

- (w) Article 114 be amended by deleting the word 'accounts', wherever used in that Article, and replacing it with the words 'financial statements';

- (x) Article 120 be amended only by the following:

- deleting at the end of paragraph (A) the words '(and provided that an adequate number of unissued shares are available for the purpose)';
- deleting paragraph (A)(i)(d) and replacing it with the following:

'(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect of which the share election has been duly exercised ("the elected shares") and in lieu thereof additional shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any sum standing to the credit of any of the Company's reserve

- accounts or to the credit of the statement of comprehensive income or any sum otherwise available for distribution and not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits as the Directors may determine a sum equal to the aggregate value of shares to be allotted on such basis and apply the same in paying up in full the appropriate number of new shares for allotment and distribution to and amongst the holders of the elected shares on such basis; or’;
- deleting paragraph (A)(ii)(b) and replacing it with the following:
- ‘(b) such dividend (or the relevant part thereof as aforesaid) shall not be payable on shares in respect of which the cash election has not been duly exercised (“the non-elected shares”) and in lieu thereof shares shall be allotted credited as fully paid to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any sum standing to the credit of any of the Company’s reserve accounts or to the credit of the statement of comprehensive income or any sum otherwise available for distribution and not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits as the Directors may determine a sum equal to the aggregate value of shares to be allotted on such basis and apply the same in paying up in full the appropriate number of new shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.’;
- (y) Article 128 be amended by deleting it and replacing it with the following:

‘128. The Directors may, with the sanction of an Ordinary Resolution of the Company, capitalise any sum standing to the credit of any of the Company’s reserve accounts (including any undistributable reserve) or any sum standing to the credit of the statement of comprehensive income, with or without allotting and issuing new shares,

by appropriating such sum to the holders of Ordinary Shares on the Register of Members at the close of business on the date of the relevant Ordinary Resolution (or such other date as may be specified therein or determined as therein provided) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the Ordinary Shares, provided that any sum standing to the credit of any reserve of the Company may, for the purposes of this Article, only be applied in accordance with the Statutes. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned. For the purposes of this Article, where all the shares in issue or agreed to be issued are shares of a single class, they shall be considered Ordinary Shares.’;

- (z) Article 130 and the marginal notes next to that article be amended by deleting the words ‘relevant financial’, wherever used in the Article, and replacing them with the word ‘reporting’;
- (aa) Article 133 be amended only by:
  - deleting paragraph (v) and replacing it with the following:  
‘by transmitting it by electronic means (other than by making it available on the Company’s website) to the entitled person at such electronic address as he may have provided; or’
  - deleting paragraph (vi) and replacing it with the following:

‘by making it available on a computer network (including the Company’s website).’;

(bb) Article 134 be amended by inserting at the end of the paragraph the following:

'A specification or an agreement of one of the joint holders in respect of notices or communications from the Company shall be taken as a specification or an agreement of all the joint holders.';

(cc) Article 135 be amended only by:

- deleting the word 'served', wherever used in paragraph (i), (ii) and (iii) and the marginal note of that Article, and replacing it with the word 'received';
- deleting paragraph (iv) of that Article and replacing it with the following:

'(iv) if sent by electronic means (other than being made available on the Company's website), shall be deemed to have been received at the time when the notice or document was sent; and';

- deleting paragraph (v) of that Article and replacing it with the following:

'(v) if made available on the Company's computer network (including the Company's website), shall be deemed to have been received by a person at the time that such person was notified by the Company of such notice or document having been made available on the Company's computer network (or the Company's website, as the case may be).';

(dd) Article 142 be amended by deleting it and replacing it with the following:

'142. Subject to the provisions of and so far as may be consistent with the Statutes, every Director, Secretary or other officer of the Company or a related company may be indemnified by the Company against any claims, costs, charges, losses and expenses arising from liability incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in connection with his duties, powers or office as a Director, Secretary or an officer (as the case may be) to a person other than the Company or a related company in connection with any negligence, default, breach of duty or breach of trust. Such indemnity may extend to liabilities arising after a person

ceases to be a Director, Secretary or officer of the Company or a related company (as the case may be) but only in respect of acts or omissions having taken place while he was acting in such capacity. Nothing in this Article 142 shall permit the Company to indemnify any Director, Secretary or other officer of the Company or a related company against:-

- (a) any liability to pay a fine imposed in criminal proceedings, or a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature;
- (b) any liability in defending criminal proceedings in which he is convicted, or in defending civil proceedings brought by the Company, or a related company, in which judgment is given against the director;
- (c) any liability in defending civil proceedings brought on behalf of the Company by a member or a member of a related company, in which judgment is given against him, or in defending civil proceedings brought on behalf of a related company by a member of that related company or by a member of related company of that related company, in which judgment is given against him; or
- (d) in connection with an application for relief under the Statutes in which the Court refuses to grant him relief.';

(ee) A new Article 143 with marginal note be inserted as follows:

'143. Every auditor of the Company may be indemnified against any liability incurred by the auditor:

Indemnity to auditors

- (a) in defending any proceedings (whether civil or criminal) in which judgment is given in the auditor's favour or the auditor is acquitted; or
- (b) in connection with an application under section 903 or section 904 of the Companies Ordinance in which relief is granted to the auditor by the court.';

and

(ff) Article 142A be and is deleted and a new Article 144 be inserted as follows:

'144. The Company may purchase and maintain for any Director, Secretary and officer and auditor of the Company:-

- (a) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and
- (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

For the purpose of Articles 142 and 144, "related company" means any company that is the Company's subsidiary or holding company or a subsidiary of that holding company or a company, partnership or undertaking in which the Company has an equity interest.' "

By Order of the Board  
**Christobelle Liao**  
Company Secretary  
Hong Kong, 2 April 2014

Notes:

1. A member entitled to attend, speak and vote at the 2014 Annual General Meeting convened by the above notice 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.
2. In the case of joint holders, 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.
3. In order to be valid, the 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 Service Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 24 hours before the time appointed for holding the 2014 Annual General Meeting.
4. The Register of Members of the Company will be closed during the following periods:-
  - (i) from Thursday, 8 May 2014 to Monday, 12 May 2014, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2014 Annual General Meeting. In order to be entitled to attend and vote at the 2014 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 7 May 2014.
  - (ii) from Friday, 16 May 2014 to Tuesday, 20 May 2014, both days inclusive, for the purpose of ascertaining shareholders' entitlement to receive the final dividend. In order to be entitled to receive the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's registrar, Computershare Hong Kong Investor Services Limited for registration at the address as set out in sub-paragraph (i) above no later than 4:30 p.m. on Thursday, 15 May 2014.During the periods mentioned in sub-paragraphs (i) and (ii) above, no transfers of shares will be registered.
5. Subject to the passing of the necessary resolution at the 2014 Annual General Meeting, the final dividend will be payable on 20 June 2014, to shareholders whose names appear on the register of members on 20 May 2014. Shareholders will be given the option to receive their dividend in the form of scrip rather than cash.
6. The retiring Directors are Mr. Clement K.M. Kwok, Mr. William E. Mocatta, Mr. Pierre R. Boppe, Dr. William K.L. Fung and Mr. Alan P. Clark will retire at the 2014 Annual General Meeting and being eligible, have agreed to offer themselves for re-election. The Board proposes that Mr. Andrew C.W. Brandler be elected as Non-Executive Director of the Company. Separate resolutions will be proposed for their re-election and election. Details of the Directors proposed to be re-elected and elected at the 2014 Annual General Meeting are set out in Appendix II of the circular to the shareholders dated 2 April 2014.
7. The Directors wish to state that the above proposed Special Resolution is to delete the provisions of the former Memorandum of Association and amend the Articles of Association. The changes are proposed in response to the commencement of the new Companies Ordinance and to address other ancillary matters.
8. The Articles of Association of the Company are written in English. The Chinese version of the Special Resolution on amendments of Articles of Association is a translation for reference only. Should there be any discrepancies, the English version shall prevail.
9. Detailed information on other business to be transacted at the 2014 Annual General Meeting is set out in the circular to the shareholders dated 2 April 2014.
10. At the 2014 Annual General Meeting, the Chairman will put each of the above resolutions to the vote by way of a poll in accordance with Article 58 of the Articles of Association of the Company. The results of the poll will be posted on the websites of the Company and the Stock Exchange after market closes on the day of the 2014 Annual General Meeting.



As at the date of this notice, the Board of Directors of the Company comprises the following Directors:

*Non-Executive Chairman*  
The Hon. Sir Michael Kadoorie

*Non-Executive Deputy Chairman*  
Ian Duncan Boyce

**Executive Directors**

*Managing Director and Chief Executive Officer*  
Clement King Man Kwok

*Chief Financial Officer*  
Alan Philip Clark

*Chief Operating Officer*  
Peter Camille Borer

**Non-Executive Directors**

Ronald James McAulay  
William Elkin Mocatta  
John Andrew Harry Leigh  
Nicholas Timothy James Colfer

**Independent Non-Executive Directors**

Dr. the Hon. Sir David Kwok Po Li  
Patrick Blackwell Paul  
Pierre Roger Boppe  
Dr. William Kwok Lun Fung  
Dr. Rosanna Yick Ming Wong