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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: 45)

### 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 Wednesday, 7 May 2025 at 12:00 noon (the “AGM”) 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 2024;
2. to re-elect retiring Directors; and
3. to re-appoint KPMG as independent auditor of the Company and authorise the Directors to fix its remuneration.

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

4. **“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 in the Company (including by way of sale or transfer of any treasury shares out of treasury) 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, options and rights 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 (excluding any treasury shares (if any) and such total number to be subject to adjustment in the case of any subdivision and consolidation of shares after the passing of this Resolution) 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).”

5. **“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 buy back 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 bought back 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 (excluding any treasury shares (if any) and such total number to be subject to adjustment in the case of any subdivision and consolidation of shares after the passing of this Resolution); 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.”

- 6. **“THAT**, subject to the passing of Resolutions 4 and 5 set out in the notice of this meeting, the total number of shares of the Company which are bought back or otherwise acquired by the Company pursuant to Resolution 5 shall be added to the total number of shares of the Company which may be issued pursuant to Resolution 4, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing resolution 5.”

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

- 7. **“THAT** the new Articles of Association of the Company produced to the meeting and initialled by the Chairman of the Meeting for the purpose of identification be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.”

By Order of the Board

**Till Lembke**

*Company Secretary*

14 April 2025

Notes:

- 1. A shareholder may appoint separate proxies to attend, speak and vote in his/her stead at the AGM provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder 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 share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or via email to HSH2025.eproxy@computershare.com.hk, in each case, at least 24 hours before the time appointed for holding the AGM. The email address provided herein is merely for receiving proxy forms relating to this AGM and shall not be used for any other purposes nor shall it be in use after the deadline stated above.

4. The register of members of the Company will be closed from Wednesday, 30 April 2025 to Wednesday, 7 May 2025, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend, speak and vote at the AGM. In order to be entitled to attend, speak and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share 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 Tuesday, 29 April 2025.
5. The retiring Directors are (i) The Hon. Sir Michael Kadoorie, Mr Peter Borer, Mr Patrick Paul, Dr Rosanna Wong and Dr Kim Winser; and (ii) Mr Gareth Roberts and Mr Benjamin Vuchot who were appointed as Directors on 1 August 2024 and 3 March 2025 respectively. They will retire at the AGM and, being eligible, have agreed to offer themselves for re-election. If they are re-elected, they are subject to retirement at the conclusion of the third annual general meeting following their re-election in accordance with the Articles of Association of the Company. The re-election of these retiring Directors will be voted on individually by shareholders. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I of the circular to the shareholders dated 14 April 2025 ("AGM Circular").
6. Resolution 7 above is a special resolution to amend the Articles of Association of the Company in relation to the treasury shares, the conduct of general meetings, implied consent in respect of receipt of notice and documents from the Company and for other housekeeping purposes. The proposed amendments to the Articles of Association of the Company are set out in Appendix III to the AGM Circular.
7. Detailed information on other business to be transacted at the AGM is set out in the AGM Circular.
8. At the AGM, the Chairman will demand each of the above resolutions be voted on by way of a poll in accordance with Article 58A 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 the market closes on the day of the AGM.
9. In the event of a no. 8 typhoon warning signal or above, a black rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on the day of the AGM, the AGM may be postponed to a later date and/or time as determined by the Company.  
  
If postponed, the Company will, as soon as practicable, post an announcement on the websites of the Company and the Stock Exchange to notify shareholders that the meeting has been postponed (however, a failure to post such a notice shall not affect the postponement of such meeting). Shareholders may also call the Company's telephone hotline at (852) 2840 7788 during business hours from 9:00 a.m. to 5:30 p.m. to enquire whether the meeting has been postponed.  
  
The Company will post a further announcement on the websites of the Company and the Stock Exchange to notify the shareholders of the date, time and location of the postponed meeting once it has been fixed.  
  
Shareholders should in any event exercise due care and caution when deciding to attend the AGM in bad weather conditions.
10. **No distribution of gifts and no refreshments will be served.**

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*  
Phillip Lawrence Kadoorie

**Executive Directors**  
*Chief Executive Officer*  
Benjamin Julien Arthur Vuchot

*Chief Corporate and Governance Officer*  
Christobelle Yi Ching Liao

*Chief Financial Officer*  
Keith James Robertson

*Chief Operating Officer*  
Gareth Owen Roberts

Clement King Man Kwok

**Non-Executive Directors**

Nicholas Timothy James Colfer  
Andrew Clifford Winawer Brandler  
James Lindsay Lewis  
Diego Alejandro González Morales  
Peter Camille Borer

**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  
Dr Kim Lesley Winser  
Ada Koon Hang Tse