

**PROCEDURES FOR VOTING BY POLL
AT
GENERAL MEETINGS
OF
THE HONGKONG AND SHANGHAI HOTELS, LIMITED (the “Company”)**

In accordance with the Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. In the case of a physical meeting, the Chairman of the meeting (“Chairman”) may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

The Chairman or the Company Secretary will explain the procedures for voting by poll to shareholders and answer any questions from shareholders before the poll to be conducted at the meeting.

On a poll, every member present in person, or being a corporation represented by its duly authorised representative, or by proxy, shall have one vote for each share held by him/her. All shareholders, corporate representatives or proxies who attend the meeting can cast their votes either for or against each resolution in respect of the number of shares held under the names of the shareholders.

The Company’s share registrar, Computershare Hong Kong Investor Services Limited, will act as the scrutineer on the resolutions voted by poll.

The Chairman at the general meeting will go through proposing of all the resolutions first and leave the voting by poll to the end of the meeting.

The Chairman is the holder of proxies which have been sent in for use at the meeting. He will record the number of votes of such proxies in accordance with their indication at the time of voting by poll. In respect of those proxies which do not indicate how to vote, the Chairman will exercise his discretion to cast such votes in favour of the resolution.

As the counting and verification of the votes by poll will take time to complete, the results of the poll will be uploaded on the websites of the Company and the Stock Exchange after the market closes on the same day.