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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)

**Poll Results of the 2014 Annual General Meeting**

At the Annual General Meeting of The Hongkong and Shanghai Hotels, Limited (the “Company”) held on 12 May 2014 (the “AGM”), a poll was demanded by the Chairman of the Meeting for voting on each of the proposed and seconded resolutions as set out in the Notice of AGM dated 2 April 2014.

As at the date of the AGM, a total of 1,502,194,391 shares of the Company were in issue and entitled the shareholders to attend and vote for or against all resolutions. There was no restriction on shareholders to cast votes on any of the proposed resolutions at the AGM.

Voting was scrutinised by the Company’s registrar, Computershare Hong Kong Investor Services Limited. All the resolutions were approved by shareholders and poll results were as follows:

Ordinary Resolutions		No. of Votes (%)*	
		For	Against
(1)	To receive the audited Financial Statements and the Reports of the Directors and independent auditor for the year ended 31 December 2013	1,266,618,786 (100.0000%)	0 (0.0000%)
(2)	To declare a final dividend	1,266,611,694 (99.9993%)	9,092 (0.0007%)
(3)	(a) To re-elect Mr. Clement King Man Kwok as Director	1,266,218,872 (99.9680%)	405,914 (0.0320%)
	(b) To re-elect Mr. William Elkin Mocatta as Director	1,228,871,149 (97.0195%)	37,751,637 (2.9805%)
	(c) To re-elect Mr. Pierre Roger Boppe as Director	1,266,613,593 (99.9993%)	9,193 (0.0007%)
	(d) To re-elect Dr. William Kwok Lun Fung as Director	1,198,953,233 (94.6575%)	67,669,553 (5.3425%)
	(e) To re-elect Mr. Alan Philip Clark as Director	1,266,136,185 (99.9616%)	486,601 (0.0384%)
	(f) To elect Mr. Andrew Clifford Winawer Brandler as new Director	1,228,865,249 (97.0195%)	37,751,537 (2.9805%)
(4)	To re-appoint KPMG as auditor of the Company and to authorise the Directors to fix their remuneration	1,266,281,887 (99.9729%)	342,899 (0.0271%)

<b>Ordinary Resolutions</b> (continued)		<b>No. of Votes (%)*</b>	
		<b>For</b>	<b>Against</b>
(5)	To grant a general mandate to issue new shares	897,246,078 (70.8377%)	369,375,708 (29.1623%)
(6)	To grant a general mandate for share repurchase	1,266,624,786 (100.0000%)	0 (0.0000%)
(7)	To add shares repurchased to the general mandate to issue new shares in Resolution (5)	1,036,260,342 (81.8129%)	230,361,444 (18.1871%)
(8)	To determine the ordinary remuneration of Non-Executive Directors and Independent Non-Executive Directors	1,266,362,724 (99.9992%)	10,092 (0.0008%)
<b>Special Resolution</b>		<b>No. of Votes (%)*</b>	
		<b>For</b>	<b>Against</b>
(9)	To delete the provisions of the former Memorandum of Association and amend the Articles of Association of the Company	1,208,843,856 (95.4526%)	57,589,832 (4.5474%)

\* All percentages are rounded to 4 decimal places.

As more than 50% of the votes were cast in favour of Resolutions (1) to (8) and more than 75% of the votes were cast in favour of Resolution (9), Resolutions (1) to (8) were duly passed as ordinary resolutions and Resolution (9) was duly passed as a special resolution.

By order of the Board  
**Christobelle Liao**  
*Company Secretary*

Hong Kong, 12 May 2014

After the conclusion of the AGM, the Board of Directors of the Company comprises the following Directors:

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

*Non-Executive Deputy Chairman*  
Andrew Clifford Winawer Brandler

**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