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此乃要件 請即處理

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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)

SCRIP DIVIDEND SCHEME (the "Scheme")  
ELECTION FORM  
以股代息計劃 (「該計劃」)  
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 (THE "NEW SHARES") INSTEAD OF THE WHOLE OR PART OF THE CASH DIVIDEND IS NON-TRANSFERABLE. THIS ELECTION FORM SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING CIRCULAR, 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 REGISTRARS, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, ROOMS 1806-1807, 18TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TO ARRIVE NO LATER THAN 4:30 P.M. ON 10 JUNE 2009. IF THIS ELECTION FORM IS NOT SIGNED AND RETURNED BY SUCH TIME, ALL OF YOUR FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2008 (THE "2008 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 2008 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 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」)以代替全部或部份現金股息的權利不得轉讓。此選擇表格應與隨附的函函一起參閱。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2009年6月10日下午4時30分前交回本公司的股份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18樓1806-1807室。倘未有在上述時間前簽妥及交回本選擇表格，閣下的截至2008年12月31日年度的末期股息(「2008年末期股息」)將全部以現金派付。而閣下於本表格內作出欲繼續2008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。在發生與該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 第一部份 – 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, 13 MAY 2009 在記錄日期 (即2009年5月13日) 持有的股份數目
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PART 2 – CASH DIVIDEND ONLY 第二部份 – 只收取現金股息

If you wish to receive only cash for the 2008 Final Dividend and for future final and interim dividends declared after the 2008 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2008年末期股息及繼2008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 第三部份 – 只收取代息股份

If you wish to receive only New Shares for the 2008 Final Dividend, please just SIGN, DATE and RETURN this Election Form.  
If you wish to receive only New Shares for the 2008 Final Dividend and you wish to elect to receive only New Shares for future final and interim dividends declared after the 2008 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2008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2008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2008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 第四部份 – 部份收取現金股息及部份收取代息股份

If you wish to receive your entitlement to the 2008 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, 13 May 2009, for which you require the 2008 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, 13 May 2009, 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, 13 May 2009.  
閣下如欲以部份收取現金及部份收取新股份方式收取閣下應收的2008年末期股息，請在C欄填寫閣下欲以收取新股份方式收取2008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2009年5月13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2009年5月13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2009年5月13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, 13 MAY 2009, FOR WHICH 2008 FINAL DIVIDEND IS TO BE PAID IN NEW SHARES 欲以收取新股份方式收取2008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2009年5月13日)所持有者)
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PART 5 – FUTURE SCRIP DIVIDENDS DECLARED AFTER THE 2008 FINAL DIVIDEND 第五部份 – 繼2008年末期股息之後宣派的有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 2008 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 registrars, you will receive only New Shares for future final and interim dividends declared after the 2008 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2008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股份登記處發出書面通知取消該項選擇，在繼2008年末期股息之後宣派的末期及中期股息有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
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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 2008 Final Dividend should be paid in accordance with the instructions given above, subject to the terms and conditions set out in the circular dated 20 May 2009 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 13 May 2009 for the 2008 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2008年末期股息應按照上述指示並遵照於2009年5月20日發出的函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今後向其他股東提呈者相同的條款適用於本人/吾等在各有關記錄日期(2008年末期股息的記錄日期，即2009年5月13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 ..... 2009  
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。