



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)

**Annual General Meeting – Proxy Form**

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered shareholder(s) of \_\_\_\_\_ <sup>(Note 2)</sup>

shares of HK\$0.50 each in The Hongkong and Shanghai Hotels, Limited (the “Company”) hereby appoint <sup>(Notes 3 and 4)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the Chairman of the Annual General Meeting of the Company to be held on 21 May 2012 (“Meeting”) as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof on the ordinary resolutions below as follows:

		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
(1)	To receive the audited Financial Statements and the Reports of the Directors and independent auditor for the year ended 31 December 2011.		
(2)	To declare a final dividend.		
(3)	(a) To re-elect Mr. Neil John Galloway as a Director.		
	(b) To re-elect Mr. Ronald James McAulay as a Director.		
	(c) To re-elect Mr. John Andrew Harry Leigh as a Director.		
	(d) To re-elect Mr. Nicholas Timothy James Colfer as a Director.		
	(e) To re-elect Dr. the Hon. Sir David Kwok Po Li as a Director.		
(4)	To re-appoint KPMG as auditor of the Company and to authorise the Directors to fix their remuneration.		
(5)	To grant a general mandate to issue new shares.		
(6)	To grant a general mandate for share repurchase.		
(7)	To add shares repurchased to the general mandate to issue new shares in Resolution (5).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012. Signature(s): \_\_\_\_\_ <sup>(Notes 6 and 7)</sup>

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.50 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to that number of shares.
3. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. If you wish to appoint a proxy, insert the name and address of your proxy in the spaces provided.
4. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this proxy form; but the number of proxies so appointed must not exceed two.
5. Please indicate with a “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of such an indication, the proxy will vote for or against the resolution or will abstain at his/her discretion.
6. This proxy form must be signed by the appointor or his/her attorney, or if the appointor is a corporation must be either under its common seal or signed on its behalf by an attorney or duly authorised officer of the corporation.
7. In the case of joint holders, any one shareholder may sign the proxy form. 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.
8. You are advised to deposit this 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 at the Company’s registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at least 24 hours before the time appointed for holding the Meeting.
9. All resolutions set out in the Notice of the Annual General Meeting will be voted by poll at the Meeting. On a poll, every shareholder present in person or by proxy or (being a corporation) which is represented by proxy shall have one vote for every share held by him/her.
10. Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.

Please refer to the Company’s Data Privacy and Security Policy available at [www.hshgroup.com](http://www.hshgroup.com) concerning your personal data.