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信德集團

SHUN TAK HOLDINGS LIMITED
信德集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 242)

Website: <http://www.shuntakgroup.com>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Shun Tak Holdings Limited (the “Company”) will be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 11 December 2013 at 3:00 p.m. for the purpose of considering and if thought fit, passing with or without amendments the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Fuel Arrangement (including without limitation the Fuel Arrangement Fee) pursuant to the terms and conditions of the Fuel Arrangement Agreement as amended by the FAA Extension Agreement, as all are defined and described in the circular dated 15 November 2013 and despatched to the Shareholders of the Company of which this notice forms part (the “Circular”), together with the proposed annual caps as set out in paragraph (b) below, be and are hereby approved and that the Directors (other than the Abstained Directors (as defined in the Circular)) or persons duly authorized by the Board of Directors be and are hereby authorised to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto and to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions of the Fuel Arrangement as they may think fit; and
- (b) the Fuel Arrangement Fee payable by STCTS to STDM (both as defined in the Circular) shall not exceed HK\$589.0 million for each of the three financial years ending 31 December 2014, 2015 and 2016.”

By Order of the Board
Shun Tak Holdings Limited
Ms. Angela Tsang
Company Secretary

Hong Kong, 15 November 2013

Registered office:

Penthouse
39th Floor, West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Notes:

- (i) A member of the Company entitled to attend and vote at the EGM is entitled to appoint one proxy or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company's registered office not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof should he/she so wish. In that event, his/her form of proxy will be deemed to have been revoked.
- (iii) In the case of joint holders of a share, 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 other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iv) The register of members of the Company will be closed from Monday, 9 December 2013 to Wednesday, 11 December 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers 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 not later than 4:30 p.m. on Friday, 6 December 2013.
- (v) In accordance with article 56 of the Company's articles of association, the resolution to be proposed at the EGM will be taken by poll.

As at the date of this notice, the executive directors of the Company are Dr. Stanley Ho, Ms. Pansy Ho, Ms. Daisy Ho, Ms. Maisy Ho, Mr. David Shum and Mr. Rogier Verhoeven; the non-executive directors are Dato' Dr. Cheng Yu Tung and Mrs. Louise Mok; and the independent non-executive directors are Sir Roger Lobo, Mr. Norman Ho, Mr. Charles Ho and Mr. Michael Ng.