

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**General Meeting**”) of Shun Tak Holdings Limited (the “**Company**”) will be held at Golden Restaurant, Macau Jockey Club (HK) Club House, 1st Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 30 August 2016 at 12:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

The Sale and Purchase Agreement dated 22 June 2016 and entered into by the Company, Ace Promise Investments Limited (the “**Share Owner**”) and HIP Company Limited (the “**Purchaser**”), a copy of which is tabled at the General Meeting and marked “A” and initialled by the chairperson of the General Meeting for identification purpose (the “**Sale and Purchase Agreement**”), together with the Shareholders’ Agreement to be executed by the Company, the Share Owner, the Purchaser and Nextor Holdings Limited (the “**Target Company**”), a copy of which is tabled at the General Meeting and marked “B” and initialled by the chairperson of the General Meeting for identification purpose (the “**Shareholders’ Agreement**”) and the Promissory Sale and Purchase Agreement to be executed by Nova Taipa — Urbanizações, Limitada and a wholly-owned subsidiary of the Target Company to be incorporated in Macao, a copy of which is tabled at the General Meeting and marked “C” and initialled by the chairperson of the General Meeting for identification purpose (the “**Promissory Sale and Purchase Agreement**”) and the transactions contemplated thereunder, all as described in the circular of the Company dated 26 July 2016 (the “**Circular**”), including:

1. the investment by the Purchaser in the Target Company by acquiring the shares representing 50% of the issued share capital in the Target Company, to own the commercial complex and the ancillary car parking spaces at Lot BT2/3, Taipa, Macao (and more particularly described in the Sale and Purchase Agreement) (the “**Property**”) jointly with the Share Owner following an internal restructuring of the Group whereby a wholly-owned subsidiary of the Target Company will become the owner of the Property, and the provision of shareholder’s loan, for an initial aggregate investment amount of HK\$3,230,200,000 by the Purchaser to the Target Company subject to be adjusted in accordance with the terms of the

Sale and Purchase Agreement, and the provision of an equivalent amount of shareholder's loan by the Share Owner to the Target Company, all of which will be completed in tranches, and the repurchase by the Share Owner of such tranche of share in the Target Company already acquired by the Purchaser if the Sale and Purchase Agreement fails to become unconditional and is terminated before its final completion;

2. the formation of the joint venture under and the agreed terms pursuant to which the Share Owner and the Purchaser shall operate the Target Company as set out in the Shareholders' Agreement, including the granting by the Share Owner to the Purchaser of the right to put back to the Share Owner all its shares in and shareholder's loan to the Target Company, or to require the Share Owner to sell to the Purchaser all its shares in and shareholder's loan to the Target Company, at a price to be determined in accordance with the terms, and in such circumstances as set out in, the Shareholders' Agreement and more particularly described in the Circular,

be and are hereby confirmed, approved, authorised and ratified, and any one director of the Company, or two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, or ancillary to, or in connection with, or necessary for the purpose of giving effect to the Sale and Purchase Agreement, the Shareholders' Agreement, the Promissory Sale and Purchase Agreement and any other related documents, instruments and agreements and the transactions contemplated thereunder."

By order of the Board
Shun Tak Holdings Limited
Angela Tsang
Company Secretary

Hong Kong, 26 July 2016

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 General Meeting is entitled to appoint one or more proxies to attend and, on a poll, 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 General Meeting or any adjournment thereof.

- iii. The register of members of the Company will be closed from Friday, 26 August 2016 to Tuesday, 30 August 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the General Meeting, 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 Thursday, 25 August 2016.
- iv. In accordance with article 58 of the Company's articles of association, the resolution to be proposed at the General Meeting will be taken by poll.
- v. In case the General Meeting is anticipated to be affected by black rainstorm signal or tropical cyclone with warning signal no. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.shuntakgroup.com> for announcement on bad weather arrangement for the General Meeting.

As at the date of this announcement, 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 director is Mrs. Louise Mok; and the independent non-executive directors are Mr. Norman Ho, Mr. Charles Ho, Mr. Michael Ng and Mr. Kevin Yip.