

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.

信德集團



SHUN TAK HOLDINGS

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 Wednesday, 14 December 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions numbered 1 to 2 as ordinary resolutions of the Company. Capitalised terms contained in the circular dated 29 November 2016 issued by the Company shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTIONS

Resolution in relation to the Agreement

1. “**THAT:**

- (a) the Agreement (a copy of which is tabled at the General Meeting and initialled by the chairperson of the General Meeting for identification purpose) and the transactions contemplated thereunder (including the Proposed Transfer, the payment of the Pro-rata Consideration and the Possible Revocation) be and are hereby approved, confirmed and ratified; and
- (b) the Directors (or a duly authorised committee thereof) be and are hereby authorised to do all such acts and things and to sign and execute all such documents, deeds, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to, to make any changes, modification, amendments, waivers, variations or extensions of such terms and conditions as they think fit, or otherwise in connection with paragraph (a) of this resolution no. 1”

Resolution in relation to the grant of the Specific Mandate

2. “**THAT** subject to the passing of ordinary resolution no. 1 and conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Consideration Shares:

- (a) the grant of the Specific Mandate for the allotment and issue of the Consideration Shares in accordance with the terms of the Agreement be and are hereby approved; and

- (b) the Directors (or a duly authorised committee thereof) be and are hereby authorised to do all such acts and things and to sign and execute all such documents, deeds, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to, to make any changes, modification, amendments, waivers, variations or extensions of such terms and conditions as they think fit, or otherwise in connection with paragraph (a) of this resolution no. 2”

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

Hong Kong, 29 November 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 on Tuesday, 13 December 2016 and Wednesday, 14 December 2016, 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 Monday, 12 December 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.