

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



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 the Boardroom, Penthouse 39th Floor, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 9 December 2010 at 11:00 a.m. for the purpose of considering and if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Ferry Ticket Transactions (including without limitation the STDM Commissions, the STDM Ticket Purchases and the Discount) pursuant to the terms and conditions of the STDM Agency Agreement as amended by the SAA Extension Agreement, as all are defined and described in the circular dated 18 November 2010 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 paragraphs (b), (c) and (d) below, be and are hereby approved and that the Directors (other than the Abstained Directors (as defined in the Circular)) or a committee duly authorised 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 Ferry Ticket Transactions as they may think fit;
- (b) the STDM Commissions payable by Shun Tak-China Travel Shipping Investments Limited (“STCTS”) to Sociedade de Turismo e Diversões de Macau, S.A. (“STDM”) during the three financial years ending 31 December 2011, 2012 and 2013 shall not exceed HK\$20.6 million, HK\$21.2 million and HK\$21.8 million respectively;
- (c) the STDM Ticket Purchases during the three financial years ending 31 December 2011, 2012 and 2013 shall not exceed HK\$290.7 million, HK\$299.4 million and HK\$308.4 million respectively; and

(d) the Discount granted by STCTS to STDM during the three financial years ending 31 December 2011, 2012 and 2013 shall not exceed HK\$14.5 million, HK\$15.0 million and HK\$15.4 million respectively.”

2. “**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, 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 a committee duly authorised 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 during the three financial years ending 31 December 2011, 2012 and 2013 shall not exceed HK\$433.4 million, HK\$480.6 million and HK\$542.0 million respectively.”

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

Hong Kong, 18 November 2010

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 provided that a member holding only one share shall not be entitled to appoint more than one proxy. 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, 6 December 2010 to Thursday, 9 December 2010, both days inclusive, during which period no transfer of shares will be registered in order to ascertain shareholders' entitlement to attend the EGM. In order to qualify for attending the EGM, all transfer forms 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, 3 December 2010.
- (v) In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the chairman of the EGM will exercise the power pursuant to Article 56(a) of the Articles of Association of the Company to demand poll on the abovementioned ordinary resolutions to be proposed at the EGM.
- (vi) In the case of any conflict between the English text and the Chinese translation of this notice, the English text shall prevail.

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 and Mr. David Shum; the non-executive directors are Dato' Dr. Cheng Yu Tung, Mrs. Louise Mok and Mr. Michael Ng; and the independent non-executive directors are Sir Roger Lobo, Mr. Norman Ho and Mr. Charles Ho.