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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>

ANNOUNCEMENT

**Entry into of an agreement with Henry Fok Foundation and other parties
regarding Sociedade de Turismo e Diversões de Macau, S. A.,
SJM Holdings Limited and Sociedade de Jogos de Macau, S.A.**

This announcement is made by the Company pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Directors of the Company announce that on 23 January, 2019, the Agreement was entered into between the Fok Foundation, Lanceford, the Company, Interdragon and Pansy Ho, who together own approximately 53.012% of STDM's issued shares.

The Agreement reflects the practice of discussion and consensus over many years between the Parties and their predecessors regarding STDM and the STDM Group. Major provisions of the Agreement are outlined below.

1. The Parties have endorsed a common commitment to advancing the following fundamental objectives in relation to STDM and the STDM Group, namely (i) the extension of the gaming concession in Macau held by SJM's wholly-owned subsidiary SJMSA and its continued and optimised contribution as a fundamental asset and source of revenue for the STDM Group and for its shareholders; (ii) the implementation of best practices on corporate governance and legal and regulatory compliance across the STDM Group; and (iii) the maintenance of STDM's position as the owner of more than 50% of the total issued shares of SJM.
2. To implement the Agreement, and subject to complying with all applicable rules and regulations and applicable fiduciary duties, the Parties have agreed to use their best efforts to exercise their respective powers and rights as shareholders, directors, corporate directors, and such other position as may be held by such parties to attain the Objectives.
3. In making best efforts to exercise their respective powers and rights, the Parties will continue their practice to submit a common proposal for the election of STDM Board members when it is time to vote on their election (the next such occasion being on or before 31 March, 2019) and to jointly agree the appointment of the Chairman as well as the Managing Director of STDM.
4. Always taking into account the interests and benefits to STDM, SJM, SJMSA and their shareholders, the Parties have committed to procure the effective and good governance of SJM by, inter alia, exercising their rights in relation to STDM to support the nomination for election of such person(s) as Director(s) of SJM as they may approve from time to time, the election of the Chairman and Co-Chairman of SJM and the promotion of good corporate governance practices by SJM including with respect to its management function and structure, and, insofar as they are able as shareholders of STDM, to promote SJM to improve, progress or otherwise resolve any issues identified. The Parties have also agreed to submit a common proposal for the election of the Board of SJMSA which is consistent with the pursuance of the Objectives.

5. The Parties will use their best efforts to procure the equal involvement of directors nominated for election by each of the Fok Foundation and by the Ho Interests in the operation and management of the STDM Group to achieve transparency, best practice and good governance, throughout the STDM Group.

The Parties have entered into the Agreement to encapsulate their past practice and in order to provide a structure for their relationship and their community of interests as regards STDM and the STDM Group going forward.

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Background

STDM is a company incorporated in Macau and is the holding company of a group engaged in property, gaming and other businesses in Macau.

SJM is engaged in the gaming industry in Macau through its subsidiary, SJMSA, which is the holder of a gaming concession in Macau.

STDM was for many years the sole concessionaire for gaming in Macau. It was originally founded, in 1962, by Dr. Ho, Henry Fok and certain other parties. From the early 1990s Dr. Ho and Henry Fok were (directly or indirectly) the owners or controllers of over 50% of STDM's issued shares. During the early 2000s, Henry Fok transferred his STDM shares to the Fok Foundation. As shareholders together owning or controlling over 50% of the issued shares of STDM, Dr. Ho / the Ho Interests and the Fok Foundation have, since before the listing of SJM on the Stock Exchange, continued to discuss between themselves and reach a consensus on matters relating to STDM such as the constitution of its board and its business objectives, including the incorporation and listing of SJM in 2008. This practice has continued following the reorganisation of Dr. Ho's interests in STDM in 2011, with such discussions and consensus being between the Fok Foundation and the Ho Interests, who have in aggregate continued to own over 50% of STDM's issued shares.

The shareholdings of the Parties in STDM are as follows:

Party	% of STDM's shares
Fok Foundation	26.576
Lanceford	10.538
The Company	4.985
Interdragon	10.796
Pansy Ho	<u>0.117</u>
Total	<u>53.012</u>

The Agreement

The Agreement reflects the practice of discussion and consensus over many years between the Parties and their predecessors regarding STDM and the STDM Group. Major provisions of the Agreement are outlined below.

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2. To implement the Agreement, and subject to complying with all applicable rules and regulations and applicable fiduciary duties, the Parties have agreed to use their best efforts to exercise their respective powers and rights as shareholders, directors, corporate directors, and such other position as may be held by such parties to attain the Objectives.
3. In making best efforts to exercise their respective powers and rights, the Parties will continue their practice to submit a common proposal for the election of STDM Board members when it is time to vote on their election (the next such occasion being on or before 31 March, 2019) and to jointly agree the appointment of the Chairman as well as the Managing Director of STDM.
4. Always taking into account the interests and benefits to STDM, SJM, SJMSA and their shareholders, the Parties have committed to procure the effective and good governance of SJM by, inter alia, exercising their rights in relation to STDM to

support the nomination for election of such person(s) as Director(s) of SJM as they may approve from time to time, the election of the Chairman and Co-Chairman of SJM and the promotion of good corporate governance practices by SJM including with respect to its management function and structure, and, insofar as they are able as shareholders of STDM, to promote SJM to improve, progress or otherwise resolve any issues identified. The Parties have also agreed to submit a common proposal for the election of the Board of SJMSA which is consistent with the pursuance of the Objectives.

5. The Parties will use their best efforts to procure the equal involvement of directors nominated for election by each of the Fok Foundation and by the Ho Interests in the operation and management of the STDM Group to achieve transparency, best practice and good governance, throughout the STDM Group.

General

The Parties have entered into the Agreement to encapsulate their past practice and in order to provide a structure for their relationship and their community of interests as regards STDM and the STDM Group going forward.

No acquisition or disposal of any shares of STDM or SJM is taking place, and no transaction is being entered into, in connection with the entering into of the Agreement and there is no monetary consideration involved in the entering into of the Agreement.

Performance of the Agreement by all of the Parties (including the Company and by Interdragon) will be subject to all relevant legal and regulatory compliance and applicable fiduciary duties.

Definitions

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Agreement”	the agreement dated 23 January, 2019 entered into between Lanceford, the Company, Interdragon, Pansy Ho and the Fok Foundation relating to STDM, as described in this announcement
“Board”	the board of Directors
“Company”	Shun Tak Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 242)

“Director(s)”	the director(s), including the independent non-executive director(s), of the Company
“Dr. Ho”	Dr. Stanley Ho, Chairman Emeritus of the Company
“Fok Foundation”	Henry Fok Foundation, a Macau charitable foundation
“Group”	the Company together with its subsidiaries
“Henry Fok”	the late Mr. Henry Fok Ying Tung
“Ho Interests”	Lanceford, the Company, Interdragon and Pansy Ho
“Interdragon”	Interdragon Limited, a company incorporated in the British Virgin Islands with limited liability which is owned as to 60% by the Company and as to 40% by STDM
“Lanceford”	Lanceford Company Limited, a company incorporated in Hong Kong with limited liability which is owned by Pansy Ho and her siblings
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Objectives”	the fundamental objectives outlined in the Agreement as described in paragraph 1 of the section of this announcement headed “The Agreement”
“Pansy Ho”	Ms. Pansy Ho Chiu King, who is the Group Executive Chairman and Managing Director of the Company
“Parties”	The Fok Foundation, Lanceford, the Company, Interdragon and Pansy Ho
“SJM”	SJM Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 880)
“SJMSA”	Sociedade de Jogos de Macau, S.A., a company incorporated in Macau, which is the holder of a gaming concession in Macau
“STDM”	Sociedade de Turismo e Diversões de Macau, S. A., a company incorporated in Macau with limited liability

“STDM Group” STDM, SJM and SJMSA
“Stock Exchange” The Stock Exchange of Hong Kong Limited
“%” percent

By order of the Board
SHUN TAK HOLDINGS LIMITED
Angela Tsang
Company Secretary

Hong Kong, 23 January, 2019

As at the date of this announcement, the executive Directors are Ms. Pansy Ho, Ms. Daisy Ho, Ms. Maisy Ho, Mr. David Shum and Mr. Rogier Verhoeven; and the independent non-executive Directors are Mr. Norman Ho, Mr. Charles Ho, Mr. Michael Wu and Mr. Kevin Yip.