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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 Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of Shun Tak Holdings Limited (the “**Company**”) will be held at SkyCity Marriott Ballroom, Ground Floor, Hong Kong SkyCity Marriott Hotel, 1 Sky City Road East, Hong Kong International Airport, Lantau, Hong Kong on Wednesday, 6 June 2012 at 3:30 p.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor thereon for the year ended 31 December 2011.
2. To declare a final dividend in respect of the year ended 31 December 2011.
3. To re-elect the following directors of the Company:
 - (i) Ms. Ho Chiu Ha, Maisy as an executive director;
 - (ii) Mr. Rogier Johannes Maria Verhoeven as an executive director;
 - (iii) Dato’ Dr. Cheng Yu Tung as a non-executive director;
 - (iv) Mrs. Mok Ho Yuen Wing, Louise as a non-executive director; and
 - (v) Mr. Ng Chi Man, Michael as a non-executive director.
4. To re-elect Sir Rogerio Hyndman Lobo (who has served as an independent non-executive director for more than nine years) as an independent non-executive director of the Company.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**That** unless the shareholders of the Company in annual general meeting otherwise determine, the directors’ fees for the year ending 31 December 2012 be fixed at HK\$300,000 for each independent non-executive director and HK\$50,000 for each other director; and the board of directors of the Company be authorised to fix other directors’ remuneration.”

6. To re-appoint H. C. Watt & Company Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“That:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.25 each in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the capital of the Company which may be repurchased on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly;
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- iii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“That:

- (a) subject to paragraph (c) of this Resolution and pursuant to Section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the directors of the

Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, other than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any rights of subscription or conversion under the terms of any warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted or will be adopted for the grant or issue of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution;
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- iii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities), (subject in all case to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

9. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**That**, conditional upon the passing of Resolutions no. 7 and no. 8 set out in the notice convening this meeting, the aggregate nominal amount of shares in the capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution no. 8 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company pursuant to Resolution no. 7 set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

10. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**That**, the authorised share capital of the Company be and is hereby increased from HK\$1,000,000,000 divided into 4,000,000,000 ordinary shares of HK\$0.25 each to HK\$1,500,000,000 divided into 6,000,000,000 ordinary shares of HK\$0.25 each and the new shares are to rank pari passu with the existing ordinary shares in all respects, and that any Director be authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the increase in the authorized share capital of the Company.”

11. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**That**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, shares in the capital of the Company which may fall to be issued pursuant to the exercise of any options under the new share option scheme of the Company, as defined and summarised in the circular dated 26 April 2012 of the Company (the rules of which are contained in the document produced to the meeting marked “A” and signed by the Chairman of this meeting for the purposes of identification) (the “**2012 Share Option Scheme**”), the 2012 Share Option Scheme be and is hereby approved and adopted by the Company and that the board of directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2012 Share Option Scheme including but without limitation:

- (a) to administer the 2012 Share Option Scheme under which options will be granted to participants eligible under the 2012 Share Option Scheme to subscribe for shares of the Company;
- (b) to modify and/or amend the 2012 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2012 Share Option Scheme relating to modification and/or amendment;
- (c) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued and allotted pursuant to the exercise of the options under the 2012 Share Option Scheme;
- (d) to make application at the appropriate time or times to the Stock Exchange for listing of and permission to deal in any shares of the Company which may from time to time be issued and allotted pursuant to the exercise of the options under the 2012 Share Option Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2012 Share Option Scheme.”

12. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

SPECIAL RESOLUTION

“**That**, the memorandum of association and articles of association of the Company (the “**Memorandum and Articles of Association**”) currently in effect be and are hereby amended in the following manner:

Memorandum of Association

(a) *Clause 2*

By deleting the words “the Colony of” after the words “will be situate in” in the existing clause 2.

(b) *Clause 3(dd)*

By deleting the words “the Colony of” after the words “or place outside” in the existing clause 3(dd).

(c) *Clause 3(ff)*

By deleting the existing clause 3(ff) in its entirety and replacing therewith the following new clause 3(ff):

“(ff) To obtain any Order of the Chief Executive of Hong Kong, or of any Legislative Assembly or Council or any Provisional or other Order of any proper authority in Hong Kong or elsewhere, for enabling the Company to carry any of its objects into effect, or for dissolving the Company and re-incorporation its members as a new Company, for any of the objects specified in this Memorandum, or for effecting any modification in the Company’s constitution;”

Articles of Association

(d) *Article 1(A)*

By deleting the existing article 1(A) in its entirety and the headline “Share Capital” immediately before article 1(A) and replacing therewith the word “1.(A) deleted”.

(e) *Article 56*

By deleting the existing article 56 in its entirety and replacing therewith the following new article 56:

“56. At any general meeting a resolution put to the vote of the meeting shall be decided by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.”

(f) *Article 57*

By deleting the existing article 57 in its entirety and replacing therewith the following new article 57:

“57. A poll shall be taken in such manner as the chairman shall direct and he may appoint scrutineers (who shall be the Auditors, share registrar of the Company or external accountants who are qualified to serve as auditors for the Company). The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”

(g) *Article 58*

By deleting the existing article 58 in its entirety and replacing therewith the word “58. deleted”.

(h) *Article 59*

By deleting the existing article 59 in its entirety and replacing therewith the word “59. deleted”.

(i) *Article 75*

By deleting the existing article 75 in its entirety and replacing therewith the following new article 75:

“75. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless, during a 7-day period commencing from the day after the despatch of the notice of the meeting appointed for such election (or such other period, being a period of at least 7 days commencing no earlier than the date after the despatch of the notice of such meeting and ending no later than 7 days prior to the date of such meeting, as may from time to time be determined by the Board and notified to the Members), there has been given to the Secretary notice in writing by some Member(s) (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

(j) *Article 85(E)*

By deleting the existing article 85(E) in its entirety and replacing therewith the following new article 85(E):

“(E) Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the

quorum) in respect of each resolution except where such resolution concerns his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except where, in the case of an office or place of profit with any such other company as aforesaid, the other company is a company in which the Director has a material interest.”

(k) Article 85(H)(iii)

By deleting the existing article 85(H)(iii) in its entirety and replacing therewith the following new article 85(H)(iii):

“(iii) any proposal or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive;”

(l) Article 85(I)

By deleting the existing article 85(I) in its entirety and replacing therewith the following new article 85(I):

“(I) For the purpose of these Articles, a Director or his associate(s) shall not be deemed to have any interests if and so long as any shares held by him/them is in their respective capacity as bare trustee or custodian trustee and in which he/they has no beneficial interest; any shares comprised in a trust in which the Director’s or associate’s interest is a reversion or remainder interest and some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or associate(s) has interest is only a unit holder.”

(m) Article 85(J)

By deleting the existing article 85(J) in its entirety and replacing therewith the word “(J) deleted”.

(n) Article 96

By deleting the existing article 96 in its entirety and replacing therewith the following new article 96:

“96. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number, shall be two Directors. For the purposes of this Article, and subject to compliance with any requirements of law or the Listing Rules or the rules and/or regulations of any other applicable regulatory body of competent jurisdiction (“the **Compliance Requirements**”), the number fixed by the Board, or the two (as the case may be), must include Managing Director and/or Deputy Managing Director. In the event that both of them cannot be counted in the quorum as a result of the Compliance Requirements, the quorum shall, unless so fixed at other number by the Board, be any two Directors who are not so precluded from being counted as quorum as a result

of the Compliance Requirements. Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of the Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.”

(o) *Article 100*

By deleting the existing article 100 in its entirety and replacing therewith the following new article 100:

“100. The Board may, by resolution, delegate any of its power, authorities and discretions (with power to sub-delegate) for such time and on such terms and subject to such conditions as it thinks fit to any committee consisting of one or more Directors and (if thought fit) one or more other persons. Subject to the Compliance Requirements:

- (a) Managing Director and/or Deputy Managing Director must be a member of any such committee; and
- (b) the quorum necessary for the transaction of the business of any such committee shall be a majority of the Directors appointed to such committee and must include the Managing Director and/or Deputy Managing Director appointed thereto. In the event that both of them cannot be counted in the quorum as a result of the Compliance Requirements, the quorum shall be a majority of the other Directors appointed to such committee and who are not precluded from being counted as quorum as a result of the Compliance Requirements.

The scope of the relevant committees’ powers, authorities and discretions shall be limited to those set out in the relevant Board resolution constituting such committee, as from time to time varied or superseded by any relevant further Board resolution, and the Board shall be entitled at any time, and from time to time, to revoke, withdraw, alter or vary any of such powers, authorities and discretions and discharge any such committee in whole or in part. Any committee so formed shall, in exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board.”

(p) *Article 122*

By deleting the existing article 122 in its entirety and replacing therewith the following new article 122:

“122. A copy of every balance sheet and profit and loss account, including every document required by law to be annexed thereto, which is to be laid before the Company in general meeting, together with a copy of the auditors’ report, or a copy of the summary financial report in place of the financial documents aforesaid from which the report is derived (if allowed or permitted by the Ordinance, the Listing Rules and any applicable laws, rules and regulations) shall be sent to each person entitled thereto in accordance with the requirements of the Ordinance, the Listing Rules and any applicable laws, rules and regulations.”

(q) *Article 124*

By deleting the existing article 124 in its entirety and the headline “Notices” immediately before article 124 and replacing therewith the following new article 124 and the heading:

“NOTICES, DOCUMENTS AND OTHER INFORMATION

124. Any notice or document or information to be given or issued by or on behalf of the Company, whether or not to be given or issued under these Articles (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) to another person (including a Member) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and communication made available on a website) whether having physical substance or not may be served on or delivered or sent by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any other applicable laws, rules and regulations:

- (i) by hand to the person or to his/its address;
- (ii) by sending it through the post in a properly prepaid letter, envelope or wrapper (containing the notice or document) addressed to a Member at his registered address as appearing in the Register or such other address provided by him generally or specifically, and in the case of other entitled person, to such address as he may provide;
- (iii) by advertisement in an English language newspaper and a Chinese language newspaper in Hong Kong in accordance with the Listing Rules;
- (iv) by electronic means to an electronic address specified for the purpose by the person generally or specifically;
- (v) by making it available on the Company’s website or any designated website prescribed under the Listing Rules, and giving to the person a notification stating that the notice or document is available on such website and how to access the website (“notification of availability”) by any of the means set out in Article 124 other than by means of making it available on the website; or
- (vi) by any other means to the extent as permitted by and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations.”

(r) *Article 124A*

By inserting the following new article after article 124 as new article 124A:

“124A. Subject to, and to such extent permitted by and in accordance with, the Ordinance and any applicable laws, rules or regulations (including the Listing Rules), any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) served, delivered, sent, supplied, given or issued by or on behalf of the Company:

- (i) if sent by hand to the person or to his/its address, shall be deemed to have been served, delivered or sent when the notice or document is delivered;
- (ii) if sent by post, shall be deemed to have been served, delivered or sent on the working day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office (airmail if posted from Hong Kong to an address outside Hong Kong) and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;
- (iii) if published by way of a newspaper advertisement, shall be deemed to have been served, delivered or sent on the date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong;
- (iv) if sent by electronic means, shall be deemed to have been served, delivered or sent at the time of the transmission or despatch, provided that no notification that the notice or document sent by electronic means has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served; and
- (v) if made available on a website, shall be deemed to have been served, delivered or sent on the later of (a) the date when it is first made available on the website and (b) the date on which the notification of availability is sent or given and, in proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such service, delivery, despatch or publication shall be conclusive evidence thereof.”

(s) *Article 126*

By deleting the existing article 126 in its entirety and replacing therewith the following new article 126:

“126. Where a person has in accordance with applicable laws, rules and regulations consented to receive notices and other documents from the Company in the English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver or make available to him any notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have been given by such person to the Company in accordance with applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.”

(t) *Article 127*

By deleting the existing article 127 in its entirety and replacing therewith the following new article 127:

“127. Any Member described in the Register by an address not within Hong Kong may from time to time give the Company an address within Hong Kong at which notices may be served upon him. Such address in Hong Kong shall be the address for the service of all notices and documents by the Company to the Member concerned and, for the purposes of Articles 124 and 124A, such address in Hong Kong shall be deemed for all purposes to be the registered address of the Member concerned in the Register. If no address in Hong Kong is given as above, the address overseas shall be the registered address for service. If any Member shall fail to provide any address for the purpose of service of notice, notice may be given to such Member by sending the same by any of the methods mentioned in Article 124 to his last known place of business or residence or, if there be none, by posting the same for one day at the Registered Office or by posting the same on the Company’s website or any other electronic means.”

(u) *Article 128*

By deleting the existing article 128 in its entirety and replacing therewith the following new article 128:

“128. Any notice or document served, delivered or sent pursuant to these Articles to any member shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representative.”

13. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

SPECIAL RESOLUTION

“**That** subject to passing of Resolution number 12 above, the Memorandum and Articles of Association of the Company in the form of the document marked “B” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments set out in Resolution number 12 of this notice be approved and adopted as the new Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company with immediate effect.”

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

Hong Kong, 26 April 2012

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 above annual general meeting is entitled to appoint one proxy or two proxies to attend and, on a poll, 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 a 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 above annual general meeting or any adjourned meeting thereof.
- iii. The register of members of the Company will be closed from Wednesday, 30 May 2012 to Wednesday, 6 June 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the above annual 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, not later than 4:30 p.m. on Tuesday, 29 May 2012.

- iv. The register of members of the Company will be closed from Tuesday, 12 June 2012 to Thursday, 14 June 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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, not later than 4:30 p.m. on Monday, 11 June 2012.
- v. With regard to the proposed resolution no. 7 above, the directors of the Company wish to draw the attention of the shareholders to the circular (accompanying this notice) which summarises the more important provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") relating to the repurchase of shares on the Stock Exchange. The present general mandate to repurchase shares given by the shareholders will expire at the conclusion of the above annual general meeting and, accordingly, the proposed resolution no. 7 in this notice is to seek shareholders' approval for renewal of the general mandate to repurchase shares.
- vi. With regard to the proposed resolution no. 8 above, the directors of the Company wish to state that, currently, they have no plans to issue any additional new shares of the Company (other than pursuant to any of items (ii), (iii) or (iv) contained in paragraph (c) of the proposed resolution no. 8). The present general mandate to issue shares given by the shareholders will expire at the conclusion of the above annual general meeting and, accordingly, the proposed resolution no. 8 is to seek shareholders' approval for renewal of the general mandate to issue shares.
- vii. In compliance with Rule 13.39(4) of the Listing Rules, the chairman of meeting will exercise the power under Article 56(a) of the Articles of Association of the Company to demand poll on all the resolutions to be proposed at the above annual general meeting.

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, Mrs. Louise Mok and Mr. Michael Ng; and the independent non-executive directors are Sir Roger Lobo, Mr. Norman Ho and Mr. Charles Ho.