

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shun Ho Resources Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---

**SHUN HO RESOURCES HOLDINGS LIMITED****(順豪資源集團有限公司)***(Incorporated in Hong Kong with limited liability)***(Stock Code: 253)**

**PROPOSALS FOR GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
CHANGE OF NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the annual general meeting of Shun Ho Resources Holdings Limited to be held at 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 17 June 2016 at 11:30 a.m. is set out on pages 12 to 16 of this circular. A proxy form for use at the annual general meeting is enclosed with this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the annual general meeting in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

26 April 2016

---

# CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1-2
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. General Mandate to Buy Back Shares .....	4
3. General Mandate to Issue Shares .....	4
4. Re-election of Retiring Directors .....	4-5
5. Proposed Change of Name .....	5
6. Annual General Meeting .....	6
7. Voting by way of poll .....	6
8. Recommendation .....	6
 <b>Appendix I – Explanatory Statement</b> .....	
	7-9
 <b>Appendix II – Biographical Details of Directors Subject to Re-election</b> . . .	
	10-11
 <b>Notice of Annual General Meeting</b> .....	
	12-16

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 17 June 2016 at 11:30 a.m., the notice of which is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of the Directors of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Shun Ho Resources Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Name”	the proposed change of name of the Company from “SHUN HO RESOURCES HOLDINGS LIMITED (順豪資源集團有限公司)” to “SHUN HO HOLDINGS LIMITED 順豪控股有限公司”
“Shareholder(s)”	holder(s) of Shares
“Shares”	share(s) of the Company

---

## DEFINITIONS

---

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent

---

LETTER FROM THE BOARD

---



**SHUN HO RESOURCES HOLDINGS LIMITED**  
**(順豪資源集團有限公司)**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 253)**

*Executive Directors:*

Mr. William CHENG Kai Man (*Chairman*)

Mr. Albert HUI Wing Ho

*Non-executive Director:*

Mr. Mabel LUI FUNG Mei Yee

*Independent Non-Executive Directors:*

Mr. Vincent KWOK Chi Sun

Mr. CHAN Kim Fai

Mr. HUI Kin Hing

*Registered Office:*

3rd Floor,

Shun Ho Tower,

24-30 Ice House Street,

Central,

Hong Kong

26 April 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
CHANGE OF NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding (1) the proposed general mandates to buy back Shares and to issue Shares; (2) re-election of retiring Directors; (3) the Proposed Change of Name; and (4) the notice of the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### **2. GENERAL MANDATE TO BUY BACK SHARES**

An ordinary resolution will be proposed at the Annual General Meeting to give a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back during the Relevant Period (as defined in ordinary resolution no. 5(1) set out in the notice of Annual General Meeting) Shares up to a maximum of 10% of the issued Shares as at the date of passing of ordinary resolution no. 5(1).

An explanatory statement, as required under the Listing Rules to provide the requisite information regarding the buy-back mandate is set out in Appendix I hereto.

### **3. GENERAL MANDATE TO ISSUE SHARES**

An ordinary resolution will also be proposed at the Annual General Meeting that the Directors be given a general and unconditional mandate to issue during the Relevant Period (as defined in ordinary resolution no. 5(2) set out in the notice of Annual General Meeting) Shares representing up to 10 per cent. of the issued Shares as at the date of the passing of ordinary resolution. Based on 304,368,750 Shares that the Company has in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the Annual General Meeting, the Directors will be authorized to issue 30,436,875 Shares pursuant to the new general mandate. In addition, subject to the passing of the aforesaid resolutions to buy back Shares and issue Shares, an ordinary resolution (ordinary resolution no. 5(3) set out in the notice of Annual General Meeting) will be proposed to extend the issue mandate which would increase the limit of the issue mandate by adding to it the number of Shares bought back under the buy-back mandate.

The Board will only consider to issue new Shares pursuant to the general mandate of this financial year of 2016 if the Hong Kong authorities consider that the Company's share liquidity in the stock market is not sufficient.

### **4. RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors were Mr. William CHENG Kai Man and Mr. Albert HUI Wing Ho; the non-executive Director was Madam Mabel LUI FUNG Mei Yee; and the independent non-executive Directors were Mr. Vincent KWOK Chi Sun, Mr. CHAN Kim Fai and Mr. HUI Kin Hing.

According to Article 116 of the Articles of Association, Mr. Albert HUI Wing Ho and Mr. CHAN Kim Fai shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

---

## LETTER FROM THE BOARD

---

Mr. CHAN Kim Fai has served as independent non-executive Director more than 9 years and his re-election will be subject to a separate resolution to be approved by the Shareholders. As independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. CHAN has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. CHAN would not affect his exercise of independent judgment and is satisfied that Mr. CHAN has the required character, integrity and experience to continue fulfilling the role of independent non-executive Director. The Board also considers the re-election of Mr. CHAN as independent non-executive Director is in the best interest of the Company and its Shareholders as a whole.

### **5. PROPOSED CHANGE OF NAME**

The Board proposes to change the name of the Company from “SHUN HO RESOURCES HOLDINGS LIMITED (順豪資源集團有限公司)” to “SHUN HO HOLDINGS LIMITED 順豪控股有限公司”.

#### **5.1 Conditions for the Proposed Change of Name**

The Proposed Change of Name will become effective subject to the satisfaction of all of the following conditions:–

1. the approval by the Shareholders by way of special resolution at the Annual General Meeting; and
2. the issuance of the certificate of change of name by the Registrar of Companies in Hong Kong confirming the Proposed Change of Name.

Further announcement will be made by the Company upon the Proposed Change of Name becoming effective.

#### **5.2 Reason for the Proposed Change of Name**

It is proposed that the Company shall change its name to “SHUN HO HOLDINGS LIMITED 順豪控股有限公司” to reflect the Company's business holding nature.

#### **5.3 Effect of the Proposed Change of Name**

The Proposed Change will not affect the rights of any Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Name becoming effective, continue to be valid of legal title to the Shares and will continue to be valid for trading, settlement and delivery purposes.

---

## LETTER FROM THE BOARD

---

### 6. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 12 to 16 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and deposited at the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the Annual General Meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the Annual General Meeting if so wished.

### 7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 8. RECOMMENDATION

The Directors believe that the buy-back mandate, the issue mandate, the extension of the issue mandate, re-election of retiring Directors and the Proposed Change of Name are in the best interest of the Company and its Shareholders as a whole and accordingly the Directors recommend Shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

By Order of the Board  
**Shun Ho Resources Holdings Limited**

**William CHENG Kai Man**  
*Chairman*

This Appendix serves as an explanatory statement, as required by Rule 10.06(b) of the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the issued Shares as at the date of the passing of ordinary resolution no. 5(1).

This appendix also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

## **1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a) Source of funds**

Buy-backs must be made out of funds which are legally available for such purpose in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

### **(b) Maximum number of shares to be bought back**

The shares proposed to be bought back by a company must be fully paid up. A maximum of 10% of the issued shares of a company as at the date of the passing of the relevant resolution approving the buy-back mandate may be bought back on the Stock Exchange.

### **(c) Shareholders' approval**

The Listing Rules provide that all proposed on-market buy-backs of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

## **2. ISSUED SHARES**

As at the Latest Practicable Date, the number of issued Shares comprised 304,368,750 Shares.

Subject to the passing of ordinary resolution no.5(1) set out in the notice of Annual General Meeting and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the buy-back mandate to buy back Shares up to the limit of 30,436,875 Shares representing 10% of the issued Shares as at the Latest Practicable Date which are fully paid-up.

### 3. REASONS FOR BUY-BACK

The Directors believe that the buy-back mandate affords the Company the flexibility and ability in pursuing the best interests for the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, be beneficial to the Shareholders by enhancing the net asset and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

### 4. FUNDING OF BUY-BACK

In buy-back of Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of Hong Kong (including the Companies Ordinance and the Listing Rules). The Companies Ordinance provides that payment in respect of a Share buy-back may be made out of the distributable profits of the Company and/or the proceeds of a fresh issue of Shares made for the purpose of the buy-back. The Directors propose that such buy-backs of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities.

### 5. IMPACT OF BUY-BACK

There might be material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the 2015 annual report) in the event that the buy-back mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the buy-back mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:–

	Shares	
	Highest HK\$	Lowest HK\$
April 2015	2.790	2.400
May 2015	3.500	2.800
June 2015	3.480	3.080
July 2015	3.260	2.500
August 2015	2.700	2.280
September 2015	2.660	2.400
October 2015	2.660	2.600
November 2015	2.710	2.580
December 2015	2.590	2.500
January 2016	2.590	2.550
February 2016	2.580	2.500
March 2016	3.000	2.200
April 2016 (up to the Latest Practicable Date)	2.700	2.450

**7. UNDERTAKINGS AND DIRECTORS' DEALINGS AND CORE CONNECTED PERSONS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to ordinary resolution no. 5(1) set out in the notice of Annual General Meeting and in accordance with the Listing Rules, the laws of Hong Kong and the regulations set out in the Articles of Association of the Company.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the buy-back mandate if the same is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the buy-back mandate is approved by the Shareholders.

**8. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to buy back Shares pursuant to the buy-back mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. William CHENG Kai Man was deemed to have interest in 216,608,825 Shares (representing approximately 71.17% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to buy back Shares under the buy-back mandate, then (if the present shareholding remains the same) the attributable interests of Mr. William CHENG Kai Man would be increased to approximately 79.07% of the issued Shares and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to buy back Shares pursuant to the buy-back mandate to such an extent as to result in the number of Shares held by the public being reduced to less than 25%.

**9. SHARE BUY-BACKS MADE BY THE COMPANY**

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the date of this circular.

**Mr. Albert HUI Wing Ho**

Mr. Albert HUI Wing Ho, Executive Director, aged 53, was appointed to the Board in 1988. He is also an executive director of Magnificent Hotel Investments Limited and Shun Ho Technology Holdings Limited, the subsidiaries of the Company. Shares of both companies are listed on the Stock Exchange. He has over twenty years' experience in construction, property investment and development and has over twenty years' experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering. He is also a director of a number of subsidiaries of the Company. Save as disclosed above, Mr. Albert HUI Wing Ho did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

There is no service contract between Mr. Albert HUI Wing Ho and the Company. He has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meetings pursuant to the Articles of Association of the Company. The Director's fee payable to Mr. Albert HUI Wing Ho as executive Director is determined by Shareholders in annual general meeting of the Company. At the annual general meeting of the Company held on 18 June 2015, it was approved that the Director's fee for the year ended 31st December, 2015 be determined by the Board. Mr. Albert HUI Wing Ho did not receive Director's fee. Other emoluments paid to Mr. Albert HUI Wing Ho for the year ended 31 December 2015 was determined at HK\$50,000 with reference to his duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Mr. Albert HUI Wing Ho is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Albert HUI Wing Ho did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

**Mr. CHAN Kim Fai**

Mr. CHAN Kim Fai, Independent Non-executive Director, aged 56, *FCCA, CPA (Practising)*, was appointed to the Board in 2004. He is a member of audit committee, remuneration committee and nomination committee of the Company. He is also an independent non-executive director of Magnificent Hotel Investments Limited and Shun Ho Technology Holdings Limited, the subsidiaries of the Company. Shares of both companies are listed on the Stock Exchange. He holds a bachelor degree in science from The Chinese University of Hong Kong. He has extensive experience in accounting, corporate finance and financial management. He is a partner of Ivan Chan & Co, CPA and is an independent non-executive director of EGL Holdings Limited. Save as disclosed above, Mr. CHAN Kim Fai did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

There is no service contract between Mr. CHAN Kim Fai and the Company. He has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at annual general meetings pursuant to the Articles of Association of the Company. The Director's fee payable to Mr. CHAN Kim Fai as independent non-executive Director is determined by Shareholders in annual general meeting of the Company. At the annual general meeting of the Company held on 18 June 2015, it was approved that the Director's fee for the year ended 31st December, 2015 be determined by the Board. The Director's fee paid to Mr. CHAN Kim Fai for the Company was determined at HK\$50,000 for the year ended 31 December 2015 with reference to his duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Mr. CHAN Kim Fai is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. CHAN Kim Fai did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, both Mr. Albert HUI Wing Ho and Mr. CHAN Kim Fai have confirmed that there are no other matters relating to their re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### SHUN HO RESOURCES HOLDINGS LIMITED (順豪資源集團有限公司)

*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 253)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shun Ho Resources Holdings Limited (the “**Company**”) will be held at 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, the 17th day of June 2016 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31 December 2015 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. (a) Each as a separate resolution, to re-elect the following retiring Directors:
  - (i) To re-elect Mr. Albert HUI Wing Ho as Director;
  - (ii) To re-elect Mr. CHAN Kim Fai as Director; and
- (b) To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint Auditor and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:–

#### ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this

---

## NOTICE OF ANNUAL GENERAL MEETING

---

purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time provided however that the total number of the shares to be bought back pursuant to this resolution shall not exceed 10% of the total number of the shares of the Company in issue as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and

(b) 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; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

(2) **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make and 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 would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period to make and 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 would or might require shares to be allotted after the end of the Relevant Period;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(c) the total number of shares 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, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company or (iii) the exercise of options under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement 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 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares 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 of the Company 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 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (3) “**THAT** subject to the passing of resolution Nos. 4(1) and 4(2) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution No. 4(2) set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number representing the total number of the shares of the Company bought back by the Company under the authority granted pursuant to the resolution No. 4(1) set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”
5. To consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company:–

### SPECIAL RESOLUTION

“**THAT** subject to the approval by the Registrar of Companies in Hong Kong, the name of the Company be and is hereby changed from “SHUN HO RESOURCES HOLDINGS LIMITED (順豪資源集團有限公司)” to “SHUN HO HOLDINGS LIMITED 順豪控股有限公司”.”

By Order of the Board

**HUEN Po Wah**  
*Company Secretary*

Hong Kong, 26 April 2016

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. To ascertain shareholders' eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 13 June 2016 to Friday, 17 June 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 June 2016.
4. With regard to item no.2 of this notice, details of retiring Directors of the Company proposed for re-election are set out in Appendix II of the circular to shareholders dated 26 April 2016.
5. Concerning resolution numbered 4(1) above, the Board wishes to state that it has no immediate plans to buy back any existing shares pursuant to the relevant mandate. Approval is being sought from members as a general mandate to be given to the Directors to buy back shares.
6. Concerning resolutions numbered 4(2) and 4(3) above, the Board wishes to state that it has no immediate plans to issue any new shares in the Company. The ordinary resolution is being sought from members as a general mandate in compliance with the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.
7. As at the date of this notice, the executive Directors of the Company are Mr. William CHENG Kai Man and Mr. Albert HUI Wing Ho; the non-executive Director of the Company is Madam Mabel LUI FUNG Mei Yee; and the independent non-executive Directors of the Company are Mr. Vincent KWOK Chi Sun, Mr. CHAN Kim Fai and Mr. HUI Kin Hing.