
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying second proxy form 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.

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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)

**SUPPLEMENTAL CIRCULAR RELATING TO THE
PROPOSED AMENDMENT TO THE SCHEME MANDATE LIMIT ON
THE GRANT OF OPTIONS UNDER THE
EMPLOYEES SHARE OPTION SCHEME OF
MAGNIFICENT ESTATES LIMITED AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by Shun Ho Resources Holdings Limited (the "Company") to the shareholders of the Company (the "Shareholders") dated 28 April 2014 (the "Circular").

A notice convening the annual general meeting of the Company to be held at 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, 18 June 2014 at 11:00 a.m. ("AGM") is set out on pages 11 to 13 of the Circular. A supplemental notice of the AGM dated 29 May 2014 is set out on pages 6 to 7 of this supplemental circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying second proxy form in accordance with the instructions printed thereon. Completion and return of the second proxy form will not preclude the Shareholders from attending and voting at the AGM or any adjournment thereof if you so wish.

29 May 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, 18 June 2014 at 11:00 a.m.
“AGM Notice”	the notice dated 28 April 2014 for convening the AGM as set out on pages 11 to 13 of the Circular
“Circular”	the circular dated 28 April 2014 issued by the Company to the Shareholders relating to the proposals for general mandates to buy back shares and re-election of retiring directors
“Closing Time”	a time which is not less than 48 hours before the time appointed for the AGM or any adjournment thereof
“First Proxy Form”	the form of proxy which has been sent to the Shareholders on 28 April 2014 together with the Circular and the accompanying AGM Notice
“Latest Practicable Date”	23 May 2014, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Magnificent”	Magnificent Estates Limited (華大地產投資有限公司), a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange. It is also a subsidiary of the Company
“Magnificent AGM”	The annual general meeting of Magnificent to be held at 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, 18 June 2014 at 10:00 a.m.
“Magnificent Employees Share Option Scheme”	the share option scheme of Magnificent approved by the Shareholders at the extraordinary general meeting of the Company held on 14 November 2013
“Second Proxy Form”	the new form of proxy enclosed with this supplemental circular



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

Mr. William CHENG Kai Man (*Chairman*)
Mr. Albert HUI Wing Ho

Non-executive Director:

Madam 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

29 May 2014

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR RELATING TO THE
PROPOSED AMENDMENT TO THE SCHEME MANDATE LIMIT ON
THE GRANT OF OPTIONS UNDER THE
EMPLOYEES SHARE OPTION SCHEME OF
MAGNIFICENT ESTATES LIMITED AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Circular and the AGM Notice. Reference is also made to the Magnificent Employees Share Option Scheme pursuant to which the maximum number of shares of Magnificent which may be issued upon exercise of all options to be granted under the Magnificent Employees Share Option Scheme shall not in aggregate exceed 10 per cent. of the issued shares of Magnificent as at the date of the passing of ordinary resolution approving the Magnificent Employees Share Option Scheme (“**Magnificent Share Option Scheme Mandate Limit**”). Unless otherwise defined in this supplemental circular, capitalized terms used herein shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

In view of the commitment of the Group to high standard of corporate governance, the board of directors of Magnificent has voluntarily proposed to reduce the Magnificent Share Option Scheme Mandate Limit from 10 per cent. to 5 per cent. The newly proposed thresholds is lower than the limits permitted under the Listing Rules. The Shareholders approved the Magnificent Employee Share Option Scheme with the Magnificent Share Option Scheme Mandate Limit of 10 per cent at the extraordinary general meeting of the Company held on 14 November 2013. The aforesaid proposed reduction of limit is subject to approval of the Shareholders at the AGM.

The purpose of this supplemental circular is to provide you with information regarding (1) the proposed new resolution to be considered and approved at the AGM for the aforesaid amendment to the Magnificent Share Option Scheme Limit; and (2) the arrangement for completion and submission of the First Proxy Form and the Second Proxy Form; and to give you a supplemental notice of the AGM, which is set out on pages 6 to 7 of this supplemental circular.

2. AMENDMENT TO THE SCHEME MANDATE LIMIT ON THE GRANT OF OPTIONS UNDER THE MAGNIFICENT EMPLOYEES SHARE OPTION SCHEME

At the extraordinary general meeting of the Company held on 14 November 2013, the Shareholders approved the Magnificent Employees Share Option Scheme pursuant to which not more than 894,705,132 shares of Magnificent could be issued upon exercise of all options to be granted under the Magnificent Employees Share Option Scheme, representing 10 per cent. of the shares of Magnificent in issue as at the date of the said shareholders' approval.

The directors of Magnificent proposed to seek the approval of its shareholders at the Magnificent AGM to give to the directors of Magnificent an unconditional mandate to grant options under the Magnificent Employees Share Option Scheme during the Relevant Period (as defined in the ordinary resolution no. 5(4) set out in the supplemental notice of the Magnificent AGM) upon exercise of all of which resulting the issue of shares of Magnificent representing up to 5 per cent. (instead of 10 per cent.) of the issued shares Magnificent as at the date of the passing of the ordinary resolution. Based on 8,947,051,324 shares that Magnificent 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 Magnificent AGM, the directors of Magnificent will be authorized to grant options for subscription of 447,352,566 shares of Magnificent under the new Magnificent Share Option Scheme Mandate Limit.

Since Magnificent is a subsidiary of the Company, the aforesaid proposed reduction in the Magnificent Share Option Scheme Mandate Limit is subject to the approval of the Shareholders. An additional resolution is therefore proposed to be considered and approved at the AGM.

Save as the aforesaid amendments to the Magnificent Employee Share Option Scheme, all other terms and conditions under the same remain unchanged.

LETTER FROM THE BOARD

3. SECOND PROXY FORM

As a result of the proposed additional resolution for amendment to the Magnificent Employees Share Option Scheme Mandate Limit (the “New Additional Resolution”), the Second Proxy Form containing the original resolutions stated in the First Proxy Form and the New Additional Resolution is enclosed with this supplemental circular.

Whether or not you intend to attend and vote at the AGM in person, please complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than the Closing Time.

Special arrangements about completion and submission of the Second Proxy Form are set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wished.

4. RECOMMENDATION

The Directors believe that the proposed amendments to the Magnificent Employees Share Option Scheme Mandate Limit 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 resolution to be proposed at the AGM.

By Order of the Board
Shun Ho Resources Holdings Limited

William CHENG Kai Man
Chairman

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrars of the Company is requested to lodge the Second Proxy Form if he/she/it wishes to appoint proxies to attend the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Share Registrars of the Company.

A shareholder who has already lodged the First Proxy Form with the Share Registrars of the Company should note that:

- (i) if a Shareholder has only lodged the First Proxy Form but not the Second Proxy Form with the Share Registrars of the Company, it will be deemed that the voting preference of the Shareholder as indicated in the First Proxy Form shall be the same to the Second Proxy Form as if it was lodged. If no such voting preference is indicated in the First Proxy Form and as far as the New Additional Resolution is concerned, the proxy so appointed by the Shareholder will be entitled to vote at his/her/its discretion or to abstain from voting on any resolution properly put to the AGM set out in the AGM Notice, as supplemented by the supplemental notice of the AGM;
- (ii) if the Second Proxy Form is lodged with the Share Registrars of the Company before the Closing Time, the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him/her/it; or
- (iii) if the Second Proxy Form is lodged with the Share Registrars of the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Second Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Second Proxy Form was lodged with the Share Registrars of the Company.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting published on 28 April 2014 (the “**AGM Notice**”) by Shun Ho Resources Holdings Limited (the “**Company**”) which set out the resolutions to be considered by shareholders at the annual general meeting of the Company (the “**AGM**”) to be held at 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, the 18th day of June 2014 at 11:00 a.m.

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 28 April 2014. Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

The following resolution numbered 5 is added immediately after the resolution numbered 4 in the AGM Notice:

5. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms and conditions of the amended employees’ share option scheme of Magnificent Estates Limited (“**Magnificent**”), a subsidiary of the Company, a copy of which is produced to the meeting and signed by the chairman of the meeting for the purposes of identification (the “**Magnificent Employees Share Option Scheme**”), the maximum limit of shares of Magnificent to be issued upon exercise of all options to be granted under the Magnificent Employee Share Option Scheme be approved to be reduced from 10 per cent. to 5 per cent. of the issued shares of Magnificent as of the day on which this resolution is passed.”

By Order of the Board

HUEN Po Wah
Company Secretary

Hong Kong, 29 May, 2014

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second proxy form is enclosed with this supplemental circular of the Company dated 29 May 2014. The first proxy form dispatched together with the circular of the Company dated 28 April 2014 is superseded by the second proxy form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be passed at the AGM, appointment of proxy and other relevant matters.