



## **SHUN HO RESOURCES HOLDINGS LIMITED**

(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 6th Floor, Best Western Hotel, 38 Bowrington Road, Causeway Bay, Hong Kong on Friday, the 24th day of June, 2011 at 12:00 noon for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31st December, 2010 together with the Report of the Directors and the Independent Auditor’s Report.
2. (1) To re-elect retiring Directors; and  
(2) 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.

By Order of the Board

**HUEN Po Wah**

*Secretary*

Hong Kong, 28th April, 2011

*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 and, on a poll, vote instead of him and a proxy so appointed shall also have the same rights as the member to speak at the meeting. 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, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.

3. The Register of Members of the Company will be closed from Monday, 20th June, 2011 to Friday, 24th June, 2011, both dates inclusive, during which period no share transfers will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 17th June, 2011.
4. With regard to item 2(1) of this notice, details of the retiring Directors proposed for re-election are set out below:

- (a) Mr. William CHENG Kai Man, Executive Director, aged 49, was appointed as Director of the Company in 1990. He is also an executive director of Magnificent Estates Limited and Shun Ho Technology Holdings Limited, the subsidiaries of the Company. Shares of both companies are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He has over twenty years' experience in construction, property investment and development and has over ten years' experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering and a master's degree in structural engineering. He is also a director of a number of subsidiaries of the Company. Save as disclosed above, Mr. William CHENG Kai Man 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 Company's group. There is no service contract between Mr. William CHENG Kai Man 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. William CHENG Kai Man as executive Director is determined by shareholders in annual general meeting. At the annual general meeting of the Company held on 3rd June, 2010, it was approved that the Director's fee for the year ended 31st December, 2010 be determined by the Board. Mr. William CHENG Kai Man did not receive Director's fee and other emoluments paid to Mr. William CHENG Kai Man for the year ended 31st December, 2010 was determined at HK\$90,000 with reference to his duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Mr. William CHENG Kai Man is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Mr. William CHENG Kai Man was deemed to have interest in 216,608,825 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

- (b) Mr. HUI Kin Hing, Independent Non-executive Directors, aged 43, FCCA, CPA (Practising), was appointed as Director of the Company in 2005. He is also an independent non-executive director of Magnificent Estates 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 master's degree in business administration. He runs an accounting firm of Titus K.H. Hui. He has extensive experience in accounting, corporate finance and financial management. Save as disclosed above, Mr. HUI Kin Hing 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 Company's group.

There is no service contract between Mr. HUI Kin Hing 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. HUI Kin Hing as independent non-executive Director is determined by shareholders in annual general meeting. At the annual general meeting of the Company held on 3rd June, 2010, it was approved that the Director's fee for the year ended 31st December, 2010 be determined by the Board. The Director's fee paid to Mr. HUI Kin Hing for the Company was determined at HK\$33,000 for the year ended 31st December, 2010 with reference to his duties and responsibility with the Company, the Company's performance and current market situation. Save as disclosed above, Mr. HUI Kin Hing is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Mr. HUI Kin Hing did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, both Mr. William CHENG Kai Man and Mr. HUI Kin Hing 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 any of the requirements of rule 13.51(2) of the Listing Rules.

5. 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