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If you have sold or transferred all your shares in Shun Ho 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.

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**SHUN HO HOLDINGS LIMITED****順豪控股有限公司***(Incorporated in Hong Kong with limited liability)***(Stock Code: 253)**

**PROPOSALS FOR GENERAL MANDATE TO BUY BACK SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of Shun Ho Holdings Limited to be held at Lily Room, 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 24 May 2024 at 10:40 a.m. is set out on pages 12 to 14 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 to the Company's Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof should he so wish and in such event the relevant proxy form shall be deemed to be revoked.

23 April 2024

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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, 24 May 2024 at 10:40 a.m. or any adjournment thereof, the notice of which is set out on pages 12 to 14 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 Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Shun Ho 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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	18 April 2024, 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the 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
“%”	per cent

LETTER FROM THE BOARD



SHUN HO HOLDINGS LIMITED
順豪控股有限公司

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

Executive Directors:

Mr. William Cheng Kai Man (*Chairman*)
Mr. Albert Hui Wing Ho
Madam Kimmy Lau Kam May
Madam Ng Yuet Ying
Madam Wendy Cheng Wai Kwan

Registered Office:

3rd Floor,
Shun Ho Tower,
24-30 Ice House Street,
Central,
Hong Kong

Non-executive Director:

Madam Mabel Lui Fung Mei Yee

Independent Non-executive Directors:

Mr. Chan Kim Fai
Mr. Lam Kwai Cheung
Mr. Warren Liu Yuk Cho

23 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATE TO BUY BACK SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding (1) the proposed general mandate to buy back Shares; (2) re-election of retiring Directors; and (3) 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. 4 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. 4.

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. RE-ELECTION OF RETIRING DIRECTORS

According to Article 116 of the Articles of Association, three Directors, Madam Ng Yuet Ying, Madam Wendy Cheng Wai Kwan and Mr. Chan Kim Fai, will retire from office by rotation at the Annual General Meeting. Madam Wendy Cheng Wai Kwan has decided not to stand for re-election due to her intention to devote more time to her other personal engagement. The other two retiring Directors, namely Madam Ng Yuet Ying and Mr. Chan Kim Fai, being eligible, have offered themselves for re-election.

The Nomination Committee of the Company had assessed and reviewed the annual written confirmation of independence of each independent non-executive Director for the year ended 31 December 2023 based on the independence criteria as set out in rule 3.13 of the Listing Rules, including Mr. Chan Kim Fai and recommended the re-election of Mr. Chan Kim Fai as independent non-executive Director. The Board is not aware of any circumstance that might influence Mr. Chan in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. Besides, the Board is of the view that Mr. Chan is beneficial to the Board with diversity of his professional experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Mr. Chan Kim Fai has served as independent non-executive Director for approximately 20 years.

Since Mr. Chan Kim Fai has served as independent non-executive Director for more than 9 years, his re-election will be subject to a separate resolution to be approved by the Shareholders. As independent non-executive Director with indepth 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

LETTER FROM THE BOARD

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.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

4. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 12 to 14 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 to the Company's Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or an adjournment thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof should he so wish and in such event the relevant proxy form shall be deemed to be revoked.

5. 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

6. RECOMMENDATION

The Directors believe that the resolutions in relation to the buy-back mandate and re-election of retiring Directors as set out in the notice of Annual General Meeting are in the best interest of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of all of them at the Annual General Meeting.

By Order of the Board
Shun Ho 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. 4.

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, there were 304,368,750 Shares in issue.

Subject to the passing of ordinary resolution no. 4 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 the 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 buy-back will benefit the Company and the 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 2023 annual report) in the event 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:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2023	1.200	1.160
May 2023	1.290	1.110
June 2023	1.090	1.030
July 2023	1.100	0.950
August 2023	0.980	0.800
September 2023	0.800	0.780
October 2023	0.760	0.730
November 2023	0.800	0.690
December 2023	0.700	0.690
January 2024	0.840	0.690
February 2024	0.750	0.670
March 2024	0.840	0.700
April 2024 (up to the Latest Practicable Date)	0.690	0.670

7. UNDERTAKING AND CONFIRMATION OF THE DIRECTORS

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. 4 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.

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.

The Directors have confirmed that the explanatory statement set out in this circular relating to the buy-back mandate contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed buy-back of Shares has unusual features.

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 226,454,825 Shares (representing approximately 74.40% 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 82.67% 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 amount of Shares held by the public being reduced to less than 25%.

9. SHARE BUY-BACK 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.

Madam Ng Yuet Ying

Madam Ng Yuet Ying, executive Director, aged 41, was appointed to the Board in 2020. She is also an executive director of Shun Ho Property Investments Limited and Magnificent Hotel Investments Limited, both of which are subsidiaries of the Company whose shares are listed on the Stock Exchange. She is the head of operation and accounting of all local hotels of the Group with over 10 years of experience in accounting and financial management as well as hotel operation and management. She graduated from the University of South Australia with Bachelor of Accountancy.

Save as disclosed above, Madam Ng 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; and she does not have any other relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Madam Ng and the Company. She has no fixed term of service with the Company but is subject to the rotational retirement and re-election requirement at annual general meetings pursuant to the Articles of Association. For the year ended 31 December 2023, Madam Ng did not receive Directors' fee or any other emoluments from the Company.

As at the Latest Practicable Date, Madam Ng did not hold any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Madam Ng has confirmed that there are no other matters relating to her 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.

Mr. Chan Kim Fai

Mr. Chan Kim Fai, independent non-executive Director, aged 65, FCCA, CPA (Practising), was appointed to the Board in 2004. He also serves as the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. He is also an independent non-executive director of Shun Ho Property Investments Limited, Magnificent Hotel Investments Limited and EGL Holdings Company Limited, all of which are companies whose shares are listed on the Stock Exchange. From 1 January 2021 to 1 April 2021, he was also an independent non-executive director of China Fortune Investments (Holding) Limited, a company whose shares were listed on the Stock Exchange until it was delisted in September 2021. He holds a bachelor's 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.

Save as disclosed above, Mr. Chan 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; and he does not have any other relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan has entered into a letter of appointment with the Company for a term of one year and is subject to the rotational retirement and re-election requirement at annual general meetings pursuant to the Articles of Association. For the year ended 31 December 2023, the Director's fee paid to Mr. Chan was approximately HK\$70,000 which was determined by the Board with reference to his duties and responsibility with the Company, the Company's performance, current market situation and the recommendation made by the Remuneration Committee of the Company.

As at the Latest Practicable Date, Mr. Chan did not hold any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan has confirmed that there are no other matters relating to his 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.

NOTICE OF ANNUAL GENERAL MEETING



SHUN HO HOLDINGS LIMITED 順豪控股有限公司

(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 Holdings Limited (the “**Company**”) will be held at Lily Room, 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 24 May 2024 at 10:40 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31 December 2023 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 directors of the Company (the “**Director(s)**”):
 - (i) To re-elect Madam Ng Yuet Ying as an executive Director;
 - (ii) To re-elect Mr. Chan Kim Fai as an independent non-executive Director;and
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) a general mandate be and is hereby generally and unconditionally given to the Directors 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 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;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors; and
- (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; 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.”

By Order of the Board
Shun Ho Holdings Limited
William Cheng Kai Man
Chairman

Hong Kong, 23 April 2024

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Tuesday, 21 May 2024 to Friday, 24 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 May 2024.
4. Delivery of the proxy form shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the relevant proxy form shall be deemed to be revoked.
5. If Tropical Cyclone Warning Signal No. 8 or above, black rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.shunho.com.hk and on the website of the HKEXnews at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.