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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)

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 Conference Room, Basement, Best Western Plus Hotel Kowloon, 73-75 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 May 2021 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31 December 2020 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 Mr. Albert HUI Wing Ho as an executive Director;
 - (ii) To re-elect Madam NG Yuet Ying as an executive Director;
 - (iii) To re-elect Madam Wendy CHENG Wai Kwan as an executive Director;
 - (iv) To re-elect Madam Mabel LUI FUNG Mei Yee as a non-executive Director; and
 - (v) To re-elect Mr. LAM Kwai Cheung 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.

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

Hong Kong, 20 April 2021

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 54, 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 Friday, 14 May 2021 to Friday, 21 May 2021, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 May 2021.
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. With regard to item no. 2 of this notice, details of retiring Directors of the Company proposed for re-election are set out below.

(a) Mr. Albert HUI Wing Ho

Mr. Albert HUI Wing Ho, Executive Director, aged 58, was appointed to the Board in 1988. He 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 of Hong Kong Limited (the "Stock Exchange"). He also holds directorships in various subsidiaries of the Company. He has over 30 years of experience in construction, property investment and development and has over 20 years of experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering. He is a director of Mercury Fast Limited, a substantial shareholder of the Company.

Save as disclosed above, Mr. Hui 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.

There is no service contract between Mr. Hui and the Company. He has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirement at annual general meetings pursuant to the articles of association of the Company. The Director's fee payable to Mr. Hui as an executive Director is determined by the shareholders at the annual general meetings. At the annual general meeting of the Company held on 22 May 2020, it was approved that the Director's fee for the year ended 31 December 2020 be determined by the Board. Mr. Hui did not receive Directors' fee. Other emoluments paid to Mr. Hui for the year ended 31 December 2020 was determined at HK\$50,000 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 date of this notice, Mr. Hui did not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

(b) Madam NG Yuet Ying

Madam NG Yuet Ying, Executive Director, aged 38, was appointed to the Board on 25 May 2020. She was also appointed as an executive director of Shun Ho Property Investments Limited and Magnificent Hotel Investments Limited on 25 May 2020 and 29 August 2017 respectively, 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 and will be subject to the rotational retirement and re-election requirement at annual general meetings of the Company pursuant to articles of association of the Company. The Director's fee payable to Madam Ng as an executive Director is determined by the shareholders at the annual general meetings. At the annual general meeting of the Company held on 22 May 2020, it was approved that the Directors' fee for the year ended 31 December 2020 be determined by the Board. For the year ended 31 December 2020, Madam Ng did not receive Director's fee or any other emoluments which were determined with reference to her 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 date of this notice, Madam Ng did not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

(c) Madam Wendy CHENG Wai Kwan

Madam Wendy CHENG Wai Kwan, Executive Director, aged 56, was appointed to the Board on 25 May 2020. She was also appointed as an executive director of Shun Ho Property Investments Limited and Magnificent Hotel Investments Limited on 25 May 2020, both of which are subsidiaries of the Company whose shares are listed on the Stock Exchange. She also holds directorship in a subsidiary of the Company. She has extensive experience in provision of legal advices and family business management. Her academic knowledge and practical experience with legal matters could make valuable contribution for the management and the Board. She graduated in the U.K. and holds a bachelor's degree in social science and a bachelor's degree in Laws from the University of London. She is a sister of Mr. William CHENG Kai Man, the Chairman, Executive Director and Chief Executive Officer of the Company.

Save as disclosed above, Madam Cheng 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 Cheng and the Company. She has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirement at annual general meetings pursuant to the articles of association of the Company. The Director's fee payable to Madam Cheng as an executive Director is determined by the shareholders at the annual general meetings. At the annual general meeting of the Company held on 22 May 2020, it was approved that the Directors' fee for the year ended 31 December 2020 be determined by the Board. For the year ended 31 December 2020, Madam Cheng did not receive Director's fee or any other emoluments which were determined with reference to her 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 date of this notice, Madam Cheng did not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

(d) Madam Mabel LUI FUNG Mei Yee

Madam Mabel LUI FUNG Mei Yee, Non-executive Director, aged 69, Solicitor and Notary Public, was appointed to the Board in 1999. She is also a non-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 also an independent non-executive director of China International Marine Containers (Group) Co., Ltd., a company whose shares are listed on the Stock Exchange. She also holds directorship in a subsidiary of the Company. She is a senior executive consultant and head of Greater China Commercial Practice of Withers.

Save as disclosed above, Madam Lui Fung 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 Lui Fung and the Company. She has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirement at annual general meetings pursuant to the articles of association of the Company. The Director's fee payable to Madam Lui Fung as a non-executive Director is determined by the shareholders at the annual general meetings. At the annual general meeting of the Company held on 22 May 2020, it was approved that the Directors' fee for the year ended 31 December 2020 be determined by the Board. The Director's fee paid to Madam Lui Fung for the year ended 31 December 2020 was determined at approximately HK\$17,000 with reference to her 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 date of this notice, Madam Lui Fung did not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

(e) Mr. LAM Kwai Cheung

Mr. LAM Kwai Cheung, Independent Non-executive Director, aged 60, FCCA, CPA (Practising), was appointed to the Board in 2017. He also serves as a member of the Audit Committee and the Nomination Committee of the Company. He is also an independent non-executive director of Shun Ho Property Investments Limited and Magnificent Hotel Investments Limited, both of which are companies whose shares are listed on the Stock Exchange. He has extensive experience in accounting, auditing and financial management. He is the practitioner of Terry Lam & Co., CPA.

Save as disclosed above, Mr. Lam 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.

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 2020 based on the independence criteria as set out in rule 3.13 of the rules governing the listing of securities on the Stock Exchange (the "Listing Rules"), including Mr. LAM Kwai Cheung and recommended the re-election of Mr. LAM Kwai Cheung as Independent Non-executive Director. The Board is not aware of any circumstance that might influence Mr. LAM 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. LAM 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. Lam has entered into a letter of appointment with the Company for a term of one year and will be subject to the rotational retirement and re-election requirement at annual general meetings pursuant to the articles of association of the Company. The Director's fee payable to Mr. Lam as an Independent Non-executive Director is determined by the shareholders at the annual general meetings. At the annual general meeting of the Company held on 22 May 2020, it was approved that the Director's fee for the year ended 31 December 2020 be determined by the Board. The Director's fee paid to Mr. Lam for the year ended 31 December 2020 was determined at approximately HK\$52,000 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 date of this notice, Mr. Lam did not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Albert HUI Wing Ho, Madam NG Yuet Ying, Madam Wendy CHENG Wai Kwan, Madam Mabel LUI FUNG Mei Yee and Mr. LAM Kwai Cheung 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.

6. In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:
- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry to the meeting venue or be required to leave the meeting venue.
 - (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the meeting venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong Government) at any time in the preceding 21 days. Any person who does not comply with this requirement may be denied entry to the meeting venue or be required to leave the meeting venue.
 - (iii) Attendees are required to wear surgical face masks inside the meeting venue at all times, and to maintain a safe distance between seats. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
 - (iv) No distribution of corporate gifts or refreshments will be served at the meeting.
 - (v) Other measures may be required by the governmental authorities.

To the extent permitted under law, the Company reserves the right to deny entry to the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the meeting.

As at the date of this notice, the Board of the Company comprises five Executive Directors, namely Mr. William CHENG Kai Man (Chairman), Mr. Albert HUI Wing Ho, Madam Kimmy LAU Kam May, Madam NG Yuet Ying and Madam Wendy CHENG Wai Kwan; one Non-executive Director, namely, Madam Mabel LUI FUNG Mei Yee; and three Independent Non-executive Directors, namely, Mr. Vincent KWOK Chi Sun, Mr. CHAN Kim Fai and Mr. LAM Kwai Cheung.