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SHUN TAK HOLDINGS LIMITED

信德集團有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 242)

website: <http://www.shuntakgroup.com>

**PLACING OF EXISTING SHARES AND
SUBSCRIPTION OF NEW SHARES;
AND
RESUMPTION OF TRADING**

PLACING AGENT



On 27 September 2007, Dr. Ho entered into the Agreement with the Company and Placing Agent pursuant to which the Placing Agent agreed with Dr. Ho to place, on a best effort basis, 140,000,000 existing Shares at the Placing Price of HK\$12.25 per Placing Share on behalf of Dr. Ho. The placees are expected to be not less than six professional, institutional and/or corporate investors who will be third parties independent of the Company and its connected persons.

Pursuant to the Agreement Dr. Ho has agreed with the Company to subscribe 140,000,000 new Shares at the Placing Price. The Subscription is conditional upon, among other things, (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Subscription Shares; and (ii) the completion of the Placing. An application will be made to the Listing Committee of the Stock Exchange for granting approval for the listing of, and permission to deal in, the Subscription Shares.

The Placing Price represents (i) a discount of approximately 4.15% to the closing

price of HK\$12.78 per Share as quoted on the Stock Exchange on 25 September 2007, being the closing price of the Shares before the suspension of trading; (ii) a discount of approximately 1.05% to the average of the closing prices of approximately HK\$12.38 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 25 September 2007; and (iii) a premium of approximately 206.25% over the net asset value per Share of approximately HK\$4.00 based on the audited consolidated net asset value of the Group as at 31 December 2006 (as shown in the annual report of the Company for the year ended 31 December 2006) and the number of Shares in issue as at 31 December 2006.

The Placing Price was arrived at after arm's length negotiations between the Company, Dr. Ho and the Placing Agent. The Directors consider that the Placing Price and the terms of the Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The Placing Shares represent approximately 6.41% of the existing issued share capital of the Company. The Subscription Shares represent approximately 6.03% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The Subscription Shares are to be issued under the general mandate to allot, issue and deal with Shares granted to the Directors at the annual general meeting of the Company held on 14 June 2007.

The net proceeds of the Subscription, after deduction of the placing commission and other related expenses, of approximately HK\$28 million will be approximately HK\$1,687 million. The Directors intend to apply the net proceeds for investment opportunities in the Macau property market.

At the request of the Company, trading in the Shares has been suspended with effect from 9:39 a.m. on 27 September 2007 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 28 September 2007.

PLACING AND SUBSCRIPTION AGREEMENT DATED 27 SEPTEMBER 2007

Pursuant to the Agreement, the Placing Agent agreed with Dr. Ho to place 140,000,000 existing Shares on behalf of Dr. Ho at the Placing Price. Details of the Placing and the Subscription are set out below:

THE PLACING

The Vendor

Dr. Ho, who is a substantial Shareholder and currently holds 289,957,750 Shares or approximately 13.28% of the existing issued share capital of the Company.

The Placing Agent

CLSA Limited has been appointed to place, on a best effort basis, the Placing Shares. The Placing Agent and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

The Placees

The Placing Shares shall be placed to professional, institutional and/or corporate investors. The placees and their ultimate beneficial owners shall be third parties independent of the Company and its connected persons. The placees and their ultimate beneficial owners shall also be third parties independent of Dr. Ho and his connected persons. It is not expected that any individual placee will become a substantial shareholder of the Company immediately after completion of the Placing and the Subscription.

Number of Placing Shares

The number of Placing Shares shall be 140,000,000 Shares. The Placing Shares represent approximately 6.41% of the existing issued share capital of the Company and approximately 6.03% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Placing Price

The Placing Price of HK\$12.25 per Placing Share represents:

- (i) a discount of approximately 4.15% to the closing price of HK\$12.78 per Share as quoted on the Stock Exchange on 25 September 2007, being the last trading day immediately before entering into the Placing Agreement;
- (ii) a discount of approximately 1.05% to the average of the closing prices of approximately HK\$12.38 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 25 September 2007; and
- (iii) a premium of approximately 206.25% over the net asset value per Share of approximately HK\$4.00 based on the audited consolidated net asset value of the Group as at 31 December 2006 (as shown in the annual report of the Company for the year ended 31 December 2006) and the number of Shares in issue as at that date.

After deduction of the placing commission and other related expenses, of approximately HK\$28 million, the net proceeds will be approximately HK\$1,687 million and the net placing price is approximately HK\$12.05 per Share.

The Placing Price was arrived at after arm's length negotiations between the Company, Dr. Ho and the Placing Agent with reference to the closing prices and the net asset value per Share as shown above. The Directors consider that the Placing Price and

the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Placing commission payable to the Placing Agent

The placing commission is calculated as 1.50% of the amount equal to the Placing Price multiplied by the number of the Placing Shares actually sold by the Placing Agent under the Placing. The placing commission is arrived at after arm's length negotiations between the Company, Dr. Ho and the Placing Agent with reference to the prevailing commission charged by other placing agents. The Directors consider that the placing commission is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Rights

The Placing Shares will be sold free from all liens, charges and encumbrances and together with the rights attaching to them, including the right to receive all dividends declared, made or paid after the date of the Placing Agreement (other than the interim dividend of HK\$0.07 per Share declared on 14 September 2007 in respect of the six months ended 30 June 2007 and payable on 12 October 2007 to Shareholders on the register on 3 October 2007).

Conditions of the Placing

The Placing is unconditional.

Non-Disposal Undertaking

- (A) Dr. Ho undertakes to the Placing Agent that (except for the sale of the 140,000,000 Placing Shares pursuant to the Placing Agreement) for the period commencing from the date of the Placing Agreement and ending three months from the date of completion of Placing he will not sell, transfer, grant options over or otherwise dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any of his Shares or any interests therein unless the prior written consent of the Placing Agent to any disposal or grant shall have been obtained (such consent not to be unreasonably withheld or delayed);
- (B) the Company undertakes that it will not and will procure that none of its subsidiaries will, issue or agree to allot or issue any shares (other than pursuant to (i) any exercise of any convertible bonds or warrants in issue at the date of the Agreement or any other conversion or subscription rights existing at the date of the Agreement or (ii) options outstanding under any existing shares option scheme or (iii) any scrip dividend scheme or (iv) the Agreement) or other securities or grant or agree to grant any options (other than options granted pursuant to an existing shares option scheme), warrants or other rights to subscribe for shares or other securities or to repurchase any securities of the Company, for the period commencing from the date of the Agreement and ending three months from the date of completion of the Placing unless with the prior written consent of the Placing Agent (such consent not to be unreasonably

withheld or delayed).

Completion

Completion of the Placing is expected to take place on 3 October 2007.

THE SUBSCRIPTION

The issuer

The Company

The Subscriber

Dr. Ho, who, as at the date of this announcement, is interested in approximately 13.28% of the existing issued share capital of the Company. Immediately after completion of the Placing, the shareholding of Dr. Ho will be reduced to approximately 6.87% of the existing issued share capital of the Company. The Subscription will then increase the shareholding of Dr. Stanley Ho to approximately 12.48% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Number of Subscription Shares

The number of Subscription Shares shall be 140,000,000 Shares which will be the same as the actual number of Placing Shares. The Subscription Shares represent approximately 6.41% of the existing issued share capital of the Company and approximately 6.03% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Subscription Price

The subscription price is HK\$12.25 per Subscription Share, which is equivalent to the Placing Price. In line with the market practice, the Company will bear all costs and expenses of the Subscription and will reimburse Dr. Ho all costs and expenses incurred by Dr. Ho in respect of the Placing because it is the fund raising conducted by the Company. Based on the estimated expenses for the Placing and the Subscription, the net subscription price is approximately HK\$12.05 per Share.

Rights

The Subscription Shares, when allotted and issued, will rank equally in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.

Mandate to issue the Subscription Shares

The Subscription Shares are to be issued under the general mandate to allot, issue and deal with Shares granted to the Directors at the annual general meeting of the

Company held on 14 June 2007. Under the said general mandate, up to 436,622,412 Shares may be issued by the Company. As at the date of this announcement, none of such general mandate granted to the Directors has been utilized. There shall be sufficient general mandate for the present purpose.

Conditions of the Subscription

The Subscription is conditional, among other things, upon the following conditions having been fulfilled with allowance for time to complete the Subscription by 11 October 2007 (or such other date as may be agreed between the Company and Dr. Ho):

1. the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in the Subscription Shares (and such permission for listing not subsequently being revoked prior to the allotment and issue of the Subscription Shares); and
2. completion of the Placing in accordance with the terms of the Placing Agreement.

In the event that the conditions of the Subscription are not fulfilled by the date aforesaid, neither the Company nor Dr. Ho shall have any obligations and liabilities under the Subscription.

Completion of the Subscription

Completion of the Subscription will take place on the second business day following the fulfillment of all the conditions of the Subscription. The Subscription must be completed on or before 11 October 2007, being 14 days from the date of the Agreement. If the Subscription is to be completed thereafter, it will constitute a connected transaction under the Listing Rules and require compliance with all the relevant requirements under Chapter 14A of the Listing Rules, including but not limited to the issue of a separate announcement and approval of the independent Shareholders.

Application for listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

CHANGES OF SHAREHOLDING STRUCTURE

The changes of the shareholding of the Company as a result of the Placing and the Subscription are as follows:

Shareholder	Notes	At the date of this announcement and immediately before completion of the Placing and the Subscription		Shareholding immediately after completion of the Placing but before completion of the Subscription		Shareholding immediately after completion of the Placing and the Subscription	
		No. of shares	%	No. of shares	%	No. of shares	%
Dr. Ho	2	289,957,750	13.28	149,957,750	6.87	289,957,750	12.48
STDM		263,667,107	12.08	263,667,107	12.08	263,667,107	11.35
Shun Tak Shipping Company, Limited.		308,057,215	14.11	308,057,215	14.11	308,057,215	13.26
Ms. Pansy Ho	3	207,084,482	9.49	207,084,482	9.49	207,084,482	8.91
Ms. Daisy Ho	4	118,187,735	5.41	118,187,735	5.41	118,187,735	5.09
Ms. Maisy Ho	5	24,697,353	1.13	24,697,353	1.13	24,697,353	1.06
Other directors of the Company		22,318,476	1.02	22,318,476	1.02	22,318,476	0.96
Placees		-	-	140,000,000	6.41	140,000,000	6.03
Other public shareholders		949,141,946	43.48	949,141,946	43.48	949,141,946	40.86
Total		2,183,112,064	100.00	2,183,112,064	100.00	2,323,112,064	100.00

Notes:

- The figures assume that other than the Subscription Shares, no new Shares are issued or purchased by the Company and that other than the Placing Shares, no Shares are sold or purchased by Dr. Ho, in each case, after the date of this announcement up to the date of completion of the Subscription.*
- Including Shares held by Sharikat Investments Limited, Dareset Limited and Lanceford Company Limited, all of which are wholly-owned by Dr. Ho.*
- Including Shares held by Beeston Profits Limited and Classic Time Developments Limited, both of them are wholly-owned by Ms. Pansy Ho.*
- Including Shares held by St. Lukes Investments Limited, which is wholly-owned by Ms. Daisy Ho.*
- Including Shares held by LionKing Offshore Limited, which is wholly-owned by Ms. Maisy Ho.*

REASONS FOR THE PLACING AND THE SUBSCRIPTION AND USE OF PROCEEDS

In view of the current capital market condition, the Board considers that the Placing and the Subscription represent a good opportunity for the Company to raise further capital for the Company, while at the same time broadening its shareholder and capital base.

The net proceeds of the Subscription, after deduction of the placing commission and other related expenses, of approximately HK\$28 million will be approximately HK\$1,687 million. The Directors intend to apply the net proceeds for investment opportunities in the Macau property market.

EQUITY FUND RAISING ACTIVITY IN PAST 12 MONTHS

There has not been any equity fund raising activity conducted by the Company in the 12 months immediately preceding the date of this announcement.

GENERAL

The Company is a holding company of a number of business activities principally

consisting of transportation, hospitality, property and investment businesses.

If the actual number of Placing Shares and Subscription Shares issued are less than those figures stated in this announcement, an announcement will be made by the Company in this respect after completion of both the Placing and the Subscription.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares has been suspended with effect from 9:39 a.m. on 27 September 2007 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 28 September 2007.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Agreement”	the placing and subscription agreement dated 27 September 2007 and entered into between Dr. Ho, the Company and the Placing Agent in respect of the Placing and the Subscription
“Board”	the board of Directors
“Company”	Shun Tak Holdings Limited, the Shares of which are listed on the Stock Exchange (stock code: 242)
“connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Directors”	directors (including the independent non-executive directors) of the Company
“Dr. Ho”	Dr. Stanley Ho, the Group Executive Chairman of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Placing”	the placing of the Placing Shares by the Placing Agent on behalf of Dr. Ho pursuant to the Placing Agreement
“Placing Agent”	CLSA Limited, acting as the Placing Agent, a corporation

	licensed to conduct type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance
“Placing Price”	the placing price of HK\$12.25 per Placing Share
“Placing Shares”	140,000,000 Shares which are beneficially owned by Dr. Ho and will be placed by the Placing Agent on his behalf pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“STDM”	Sociedade de Turismo e Diversões de Macau, S.A.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription for the Subscription Shares by Dr. Ho pursuant to the Subscription Agreement
“Subscription Shares”	140,000,000 Shares for which Dr. Ho has conditionally agreed to subscribe pursuant to Agreement
“substantial shareholder”	has the meaning ascribed to this term under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“%”	per cent.

By order of the Board
SHUN TAK HOLDINGS LIMITED
Angela Tsang
Company Secretary

Hong Kong, 27 September 2007

As at the date of this announcement, the Executive Directors of the Company are Dr. Stanley Ho, Ms. Pansy Ho, Ms. Daisy Ho, Dr. Ambrose So, Mr. Patrick Huen, Mr. Anthony Chan, Ms. Maisy Ho and Mr. David Shum.

The Non-Executive Directors are Dato’ Dr. Cheng Yu Tung and Mrs. Louise Mok and the Independent Non-Executive Directors are Sir Roger Lobo, Mr. Norman Ho, Mr. Charles Ho and Mr. Yeh V-Nee.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.