



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>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“Meeting”) of Shun Tak Holdings Limited (the “Company”) will be held at the Golden Restaurant, Macau Jockey Club (HK) Club House, 1st Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 12 December 2007 at 12:00 noon for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the acquisitions of the HHL-Nomusa Sale Share, the HHL-NCPM Sale Share and the HHL-NTGPM Sale Share (as such are defined in the circular dated 6 August 2007 and despatched to shareholders of the Company on the same date (the “Circular”)) (the “HHL Acquisition”), on the terms of and subject to the conditions of the conditional sale and purchase agreement dated 25 June 2007 between Ace Wonder Limited, an indirect wholly-owned subsidiary of the Company (the “Purchaser”), Hopewell Properties (B.V.I.) Limited (“HPL”), Hopewell Holdings Limited (“HHL”) and the Company, as amended and supplemented by the supplemental agreement dated 20 August 2007 to extend the long stop date of the HHL Acquisition to 28 December 2007 (together the “HHL Agreement”, copies of which were signed by the Chairman of the Meeting and marked “A” for the purposes of identification and which were produced to the Meeting), pursuant to which the Purchaser agreed to acquire and HPL agreed to sell and/or procure the sale of the HHL-Nomusa Sale Share, the HHL-NCPM Sale Share and the HHL-NTGPM Sale Share, and the Company and HHL agreed to guarantee the obligations of the Purchaser and HPL respectively under the HHL Agreement, be and are hereby approved;
- (b) the Directors (or a duly authorised committee thereof) be and are hereby authorised to take all such steps to implement the HHL Agreement and the transactions thereunder to execute all documents or deeds as they may consider necessary or appropriate in relation thereto and to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit.”

2. **“THAT:**

- (a) the acquisitions of the STDM-Fast Shift Sale Share and the STDM-Fast Shift Loans (as such are defined in the Circular) (the “STDM Acquisition”), on the terms of and subject to the conditions of the conditional sale and purchase agreement dated 26 June 2007 (the “STDM Agreement”) between the Purchaser, Rapid Success Investments Limited (“Rapid

Success”), Sociedade de Turismo e Diversões de Macau, S.A. (“STDM”) and the Company (a copy of which was signed by the Chairman of the Meeting and marked “B” for the purposes of identification and which was produced to the Meeting), pursuant to which the Purchaser agreed to acquire and Rapid Success agreed to sell the STDM-Fast Shift Sale Share and the STDM-Fast Shift Loans and the Company and STDM agreed to guarantee the obligations of the Purchaser and Rapid Success respectively under the STDM Agreement, be and are hereby approved;

- (b) the Directors (or a duly authorised committee thereof) be and are hereby authorised to take all such steps to implement the STDM Agreement and the transactions thereunder to execute all documents or deeds as they may consider necessary or appropriate in relation thereto and to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit.”

By Order of the Board
Ms. Angela Tsang
Company Secretary

Hong Kong, 27 November 2007

Registered office:

Penthouse
39th Floor, West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Notes:

1. **A copy of an announcement of the Company dated 20 November 2007 explaining the background of the Meeting together with a copy of the Circular accompany this notice.**
2. A member of the Company entitled to attend, and vote at, the meeting convened by this notice is entitled to appoint one or two proxies to attend and on a poll vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, a form of proxy must be deposited at the Company’s registered office together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
4. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
5. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. **In case of any conflict between any translation and the English text hereof, the English text will prevail.**

As at the date of this notice, 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. Mok Ho Yuen Wing, Louise; and the independent non-executive Directors are Sir Roger Lobo, Mr. Norman Ho, Mr. Charles Ho and Mr. Yeh V-Nee.