



SHUN HO TECHNOLOGY HOLDINGS LIMITED

順豪科技控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code : 219)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shun Ho Technology Holdings Limited (the “**Company**”) will be held at 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, the 18th day of June 2014 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31 December 2013 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 retiring Directors:
 - (i) To re-elect Mr. William CHENG Kai Man as Director;
 - (ii) To re-elect Mr. HUI Kin Hing as Director; and
- (b) 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.
4. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:–

ORDINARY RESOLUTION

“**THAT:**

- (a) a general mandate be and is hereby generally and unconditionally given to the directors of the Company 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 aggregate number of the shares to be bought back pursuant to this Resolution shall not exceed 10% of the aggregate number of the shares of the Company in issue (subject to adjustment in the case of subdivision or consolidation of shares) as at the date of the passing of this Resolution; and

(b) 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

HUEN Po Wah
Company Secretary

Hong Kong, 28 April 2014

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 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, at Level 22, 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 Wednesday, 11 June 2014 to Wednesday, 18 June 2014, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 10 June 2014.
4. With regard to item no. 2 of this notice, details of retiring Directors of the Company proposed for re-election are set out in Appendix II of the circular to shareholders dated 28 April 2014.
5. Concerning resolution numbered 4 above, the Board wishes to state that it has no immediate plans to buy back any existing shares pursuant to the relevant mandate. Approval is being sought from members as a general mandate to be given to the Directors to buy back shares.
6. 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.