
NOTICE OF ANNUAL GENERAL MEETING



SHUN HO PROPERTY INVESTMENTS LIMITED

順豪物業投資有限公司

(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 the shareholders of Shun Ho Property Investments Limited (the “**Company**”) will be held at 1st Floor, Ramada Hong Kong Grand View, 88 Chun Yeung Street, North Point, Hong Kong on Friday, the 22nd day of May, 2020 at 10:45 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements for the year ended 31st December, 2019 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 Madam Kimmy LAU Kam May as Director;
 - (ii) To re-elect Mr. Vincent KWOK Chi Sun as Director; and
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Auditor and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

To declare a special dividend. It is proposed to declare a special dividend in the form of shares in Magnificent Hotel Investments Ltd (“**MHI**”). Shareholders of Shun Ho Property Investments Ltd (“**SHP**”) will be entitled to receive one (1) share in MHI for every SHP share held. The board is authorized to decide on the exact timetable for the special dividend, but the distribution should be completed no later than September 30, 2020. *(Please refer to note 5)*”

By Order of the Board
Shun Ho Property Investments Limited

KOO Ching Fan
Company Secretary

Hong Kong, 21st April, 2020

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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 needs 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 Tuesday, 19th May, 2020 to Friday, 22nd May, 2020, both days 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 Monday, 18th May, 2020.
4. 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) Madam Kimmy LAU Kam May

Madam Kimmy LAU Kam May, Executive Director, aged 52, FCCA, CPA, was appointed to the Board in 2017. She is the Chief Financial Officer of the Company. She is also an executive director of Magnificent Hotel Investments Limited, the subsidiary company of the Company and Shun Ho Holdings Limited, the immediate holding company of the Company. Shares of both companies are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). She has extensive experience in accounting, auditing and financial management and was employed in an international audit firm for more than 5 years. She has more than 20 years for working in Hong Kong listed public companies including more than 10 years working with the Company. Madam Kimmy LAU Kam May is a director of a subsidiary of Magnificent Hotel Investments Limited. Save as disclosed above, Madam Kimmy LAU Kam May did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

There is no service contract between Madam Kimmy LAU Kam May and the Company. She has no fixed term of service with the Company and will be subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the articles of association of the Company. The Director's fee payable to Madam Kimmy LAU Kam May as an Executive Director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 27th May, 2019, it was approved that the Director's fee for the year ended 31st December, 2019 be determined by the Board. Madam Kimmy LAU Kam May did not receive Director's fee. Other emoluments paid to Madam Kimmy LAU Kam May for the year was HK\$267,000 per annum with reference to her duties and responsibilities with the Company, the Company's performance, current market situation and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Madam Kimmy LAU Kam May is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this notice, Madam Kimmy LAU Kam May did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

(b) Mr. Vincent KWOK Chi Sun

Mr. Vincent KWOK Chi Sun, Independent Non-Executive Director, aged 57, ACA (Aust), CPA (Practising) was appointed to the Board in 1999. He is the Chairman of the Audit Committee and the Remuneration Committee of the Company. He is also an independent non-executive director of Magnificent Hotel Investments Limited, the subsidiary company of the Company and Shun Ho Holdings Limited, the immediate holding company of the Company. Shares of both companies are listed on the Stock Exchange. Currently, Mr. Vincent KWOK Chi Sun holds the directorship in another listed public company, namely China Digital Culture (Group) Limited. Mr. Vincent KWOK Chi Sun is a partner of Vincent Kwok & Co. Save as disclosed above, Mr. Vincent KWOK Chi Sun did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

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There is a service contract between Mr. Vincent KWOK Chi Sun and the Company for the term of one year and he will be subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the articles of association of the Company. The Director's fee payable to Mr. Vincent KWOK Chi Sun as an independent non-executive director is determined by the shareholders of the Company at the annual general meeting. At the annual general meeting of the Company held on 27th May, 2019, it was approved that the Director's fee for the year ended 31st December, 2019 be determined by the Board. The Director's fee paid to Mr. Vincent KWOK Chi Sun for the Company was determined at HK\$54,000 for the year ended 31st December, 2019 with reference to his duties and responsibilities with the Company, the Company's performance and current market situation. As at the date of this notice, Mr. Vincent KWOK Chi Sun did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Vincent KWOK Chi Sun has served as independent non-executive director more than 9 years and his re-election will be subject to a separate resolution to be approved by the shareholders. As independent non-executive director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. Vincent KWOK Chi Sun 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. Vincent KWOK Chi Sun would not affect his exercise of independent judgment and is satisfied that Mr. Vincent KWOK Chi Sun 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. Vincent KWOK Chi Sun as independent non-executive director is in the best interest of the Company and its shareholders as a whole.

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 31st December, 2019, based on the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"), including Mr. Vincent KWOK Chi Sun. The nomination committee of the Company had considered and nominated the above retiring director to the Board for it to propose to the shareholders for re-election at the Annual General Meeting.

Save as disclosed above, Mr. Vincent KWOK Chi Sun does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders. The Board is also not aware of any circumstance that might influence Mr. Vincent KWOK Chi Sun 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. The Board considers him to be independent.

The Board is of the view that Mr. Vincent KWOK Chi Sun is beneficial to the Board with diversity of his comprehensive business 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.

Save as disclosed above, Madam Kimmy LAU Kam May and Mr. Vincent KWOK Chi Sun 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.

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5. The ordinary resolution in item 4 is requested under section 615 of Hong Kong Companies Ordinance by a shareholder DUNROSS & CO SA SICAV-SIF (“**Dunross**”) which holds 2.5% of the issued share capital of the Company which also requested under section 580 of Hong Kong Companies Ordinance to state the background to their requested resolution item 4 as below:

“In the circular issued by Shun Ho Property Investments Ltd (“**SHP**”) on May 28, 2015 in connection with the re-organization of the Shun Ho group (“the **Circular**”), the following was stated:

- Magnificent Hotel Investments Ltd (“**MHI**” or “**MEL**”) would “*aim to increase a dividend payout ratio comparable to other hotel groups listed on the Stock Exchange*”;
- While SHP would “*propose the adoption of a dividend payment policy in line with that of MEL after Completion of the re-organization*”.

When reviewing the payouts made by MHI and SHP in the three financial years following the re-organization (2016-2018), the following observations can be made¹:

- The payout ratio for MHI has averaged **32%**
- The payout ratio for SHP has averaged **16%**

From our assessment, it appears as if the payout ratio of MHI has been in line with that of other listed hotel groups in Hong Kong, but it is evident that the dividend payment policy of SHP has not been in line with that of MHI, since SHP has paid out a much lower percentage of earnings.

As such, SHP has failed to live up to the promise made to shareholders during the re-organization. To compensate shareholders for this, it is proposed that SHP makes a special dividend consisting of one (1) share in MHI for every share held in SHP. The value of the MHI shares thus received corresponds roughly to the accumulated difference in dividends between what SHP shareholders have actually received and what they should have received if the board of SHP had not deviated from what was stated in the Circular.

The proposal will also be a step towards simplifying the group structure and highlight the hidden values of the group. Furthermore, it will increase the free float in MHI, which will reduce the very high cost of equity for MHI and thus be value accretive to SHP shareholders.”

Note:

- 1 The payout ratios have been calculated on adjusted net cash profit as follows: (reported pre-tax profit – fair value adjustments + depreciation and amortization) – 16.5% tax – minority interest. The minority interest applied to SHP’s adjusted net cash profit has been calculated as 28.9% of MHI’s adjusted net cash profit

THE BOARD’S RECOMMENDATION REGARDING DUNROSS REQUEST

The Board have carefully studied the background to the request provided by Dunross which claims that SHP should have the same dividend payout ratio as MHI since SHP having proposed in 2015 the adoption of a dividend payment policy similar to the dividend payment policy of MHI. The Board concluded that SHP having proposed in 2015 the adoption of a dividend payment policy similar to that of MHI does not mean SHP must have the same dividend payout ratio as MHI since dividend payment ratio is determined by considering the different factors comprised in the dividend payment policy as they relate to the disparate business, financial situation of each company and future acquisition capital requirements of each company.

The Board unanimously disagreed with the background of Dunross request and therefore does not recommend Dunross’ proposed dividend resolution.

Shareholders and potential investors should note that the Resolution No. 4 may or may not be passed in the forthcoming annual general meeting, shareholders and potential investors are reminded to exercise caution when dealing in the shares in the Company.

6. As at the date of this notice, the Executive Directors of the Company are Mr. William CHENG Kai Man, Mr. Albert HUI Wing Ho, Madam Kimmy LAU Kam May and Madam Jennie WONG Kwai Fong; 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. LAM Kwai Cheung.