
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shun Ho Resources Holdings Limited, Shun Ho Technology Holdings Limited and/or Magnificent Estates Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**SHUN HO RESOURCES
HOLDINGS LIMITED**
(順豪資源集團有限公司)
*(Incorporated in Hong Kong
with limited liability)*
(Stock code: 253)



**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)



**MAGNIFICENT
ESTATES LIMITED**
(華大地產投資有限公司)
*(Incorporated in Hong Kong
with limited liability)*
(Stock code: 201)

ADOPTION OF THE EMPLOYEES SHARE OPTION SCHEME OF MAGNIFICENT ESTATES LIMITED

A joint letter from the boards of directors of Shun Ho Resources Holdings Limited, Shun Ho Technology Holdings Limited and Magnificent Estates Limited (the “Companies”) is set out on pages 5 to 10 of this circular.

Notices convening the extraordinary general meeting of each of the Companies to be held at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong on Thursday, 14 November 2013 are set out on pages 11 to 16 of this circular. Shareholders are advised to read the notice and to complete the accompanying form of proxy for use at the extraordinary general meeting in accordance with the instructions printed thereon and return the same to the share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the time fixed for holding of the meeting or the adjourned meeting thereof as the case may be. Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

Hong Kong, 30 October 2013

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Adoption Date”	the date on which the MEL Employees Share Option Scheme will be adopted by the MEL Shareholders at the MEL EGM;
“associate”	has the meaning ascribed to it under the Listing Rules;
“Auditors”	the auditors of MEL for the time being;
“Board(s)”	the respective board(s) of directors of MEL, SHT and SHR
“Business Day”	any day (excluding a Saturday and Sunday) on which the Stock Exchange is generally open for business of dealing in securities;
“Companies”	SHR, SHT and MEL;
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Date of Grant”	in respect of an Option, the Business Day on which the Offer is made to a Participant, whether or not the Offer is subject to the MEL Shareholders’ approval on the terms of the MEL Employees Share Option Scheme;
“Extraordinary General Meetings”	the SHR EGM, the SHT EGM and the MEL EGM;
“Grantee”	any Participant who accepts an Offer in accordance with the terms of the MEL Employees Share Option Scheme;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	28 October 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock exchange;

DEFINITIONS

“MEL”	Magnificent Estates Limited (華大地產投資有限公司), a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange;
“MEL Board”	the board of directors of MEL;
“MEL Director(s)”	the director(s) of MEL from time to time;
“MEL EGM”	an extraordinary general meeting of MEL to be held at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong at 10:30 a.m. on Thursday, 14 November 2013;
“MEL Employees Share Option Scheme” or “Scheme”	the employees share option scheme to be adopted by MEL in its present form or as amended from time to time in accordance with the provisions hereof;
“MEL Group”	MEL and its Subsidiaries;
“MEL Share(s)”	ordinary shares of HK\$0.01 each in the share capital of MEL, or, if there has been a sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of MEL, the shares forming part of the ordinary equity share capital of MEL or such nominal amount as shall result from any such sub-division, reduction, consolidation, reclassification or reconstruction;
“MEL Shareholder(s)”	holder(s) of the MEL Shares;
“Offer”	an offer for the grant of an Option made in accordance with the MEL Employees Share Option Scheme;
“Option”	an option to subscribe for the MEL Shares pursuant to the terms of the MEL Employees Share Option Scheme for the time being subsisting;
“Option Period”	in respect of any particular Option, the period to be determined and notified by the MEL Board to the Grantee at the time of making an Offer during which the Option may be exercised, such period must not exceed the period of 10 years from the Date of Grant of such Option;

DEFINITIONS

“Participant(s)”	directors (including executive directors, non-executive directors and independent non-executive directors) and employees of the MEL Group whom the MEL Board considers, in its sole discretion, have contributed or will contribute to the MEL Group;
“Shareholder(s)”	the MEL Shareholders, the SHT Shareholders and the SHR Shareholders;
“SHR”	Shun Ho Resources Holdings Limited (順豪資源集團有限公司), a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange;
“SHR Director(s)”	the director(s) of SHR from time to time;
“SHR EGM”	an extraordinary general meeting of SHR to be held at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong at 11:05 a.m. on Thursday, 14 November 2013;
“SHR Shareholder(s)”	holder(s) of ordinary shares of HK\$0.50 each in the share capital of SHR;
“SHT”	Shun Ho Technology Holdings Limited (順豪科技控股有限公司), a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange;
“SHT Director(s)”	the director(s) of SHT from time to time;
“SHT EGM”	an extraordinary general meeting of SHT to be held at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong at 10:50 a.m. on Thursday, 14 November 2013;
“SHT Shareholder(s)”	holder(s) of ordinary shares of HK\$0.50 each in the share capital of SHT;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Subscription Price”	the price per MEL Share at which a Grantee may subscribe for the MEL Shares on the exercise of an Option pursuant to the MEL Employees Share Option Scheme; and
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning ascribed to it under the Listing Rules) of MEL, whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly.

JOINT LETTER FROM THE BOARDS



**SHUN HO RESOURCES
HOLDINGS LIMITED**
(順豪資源集團有限公司)
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**MAGNIFICENT
ESTATES LIMITED**
(華大地產投資有限公司)
*(Incorporated in Hong Kong
with limited liability)*
(Stock code: 201)

Members of the Board of each of SHR, SHT and MEL

Executive Directors:

Mr. William Cheng Kai Man (*Chairman*)
Mr. Albert Hui Wing Ho

Non-Executive Director:

Madam Mabel Lui Fung Mei Yee

Independent Non-executive Directors:

Mr. Vincent Kwok Chi Sun
Mr. Chan Kim Fai
Mr. Hui Kin Hing

*Registered Office of the
Companies:*

3rd Floor, Shun Ho Tower
24-30 Ice House Street
Central
Hong Kong

30 October 2013

To the Shareholders of the Companies,

Dear Sir or Madam,

ADOPTION OF THE EMPLOYEES SHARE OPTION SCHEME OF MAGNIFICENT ESTATES LIMITED

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the SHR EGM, the SHT EGM and the MEL EGM relating to the proposed adoption of the MEL Employees Share Option Scheme.

JOINT LETTER FROM THE BOARDS

ADOPTION OF THE MEL EMPLOYEES SHARE OPTION SCHEME

MEL currently does not have any share option scheme. In order to provide MEL with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the MEL Directors may approve from time to time, the MEL Board proposes to adopt the MEL Employees Share Option Scheme (the terms of which comply with Chapter 17 of the Listing Rules).

The MEL Employees Share Option Scheme constitutes a share option scheme governed by Chapter 17 of the Listing Rules and the adoption of the MEL Employees Share Option Scheme is subject to the approval of the MEL Shareholders at the MEL EGM. As Magnificent Estates is a subsidiary of SHT which in turn is a subsidiary of SHR, the adoption of the MEL Employees Share Option Scheme is also subject to the approval of the SHT Shareholders at the SHT EGM and that of the SHR Shareholders at the SHR EGM in accordance with Rule 17.01(4) of the Listing Rules.

As at the Latest Practicable Date, the issued share capital of MEL comprised 8,947,051,324 MEL Shares. Assuming there is no change to the issued share capital of MEL in the period commencing from the Latest Practicable Date to the date of the MEL EGM when the MEL Shareholders will be asked to consider and, if thought fit, approve the resolution to adopt the MEL Employees Share Option Scheme, the total number of the MEL Shares that may be issued in respect of Options granted under the MEL Employees Share Option Scheme will be 894,705,132 MEL Shares, representing 10 per cent. of the total number of the MEL Shares in issue as at the date of the MEL EGM.

CONDITIONS OF THE MEL EMPLOYEES SHARE OPTION SCHEME

The MEL Employees Share Option Scheme will become effective for a 10-year period from the Adoption Date. The MEL Employees Share Option Scheme will take effect upon satisfaction of the following conditions:

- a. the passing of an ordinary resolution by the MEL Shareholders at the MEL EGM approving the adoption of the MEL Employees Share Option Scheme;
- b. the passing of an ordinary resolution by the SHT Shareholders at the SHT EGM approving the adoption of the MEL Employees Share Option Scheme;
- c. the passing of an ordinary resolution by the SHR Shareholders at the SHR EGM approving the adoption of the MEL Employees Share Option Scheme; and
- d. the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the MEL Shares which may be issued pursuant to the exercise of the Options to be granted under the MEL Employees Share Option Scheme.

JOINT LETTER FROM THE BOARDS

An application has been made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the MEL Shares which may be issued pursuant to the exercise of any such Options that may be granted under the MEL Employees Share Option Scheme.

PURPOSE OF THE MEL EMPLOYEES SHARE OPTION SCHEME

MEL is engaged in operating of hotel business. As at the Latest Practicable Date, the MEL Group owns and operates seven hotels including: (1) Ramada Hotel Kowloon, (2) Ramada Hong Kong Hotel, (3) Best Western Hotel Causeway Bay, (4) Best Western Hotel Harbour View, (5) Best Western Grand Hotel, (6) Best Western Hotel Taipa, Macau, and (7) Magnificent International Hotel, Shanghai. With 2,085 rooms together with a new hotel at Queen's Road West which is under development, the MEL Group will have about 2,300 hotel rooms which makes it one of the largest hotel groups in Hong Kong.

The MEL Group currently has over 800 staffs in the operation of hotel business. Since the hotel employment market is very tight at present and it is difficult to retain experienced staff, the MEL Directors are of the view that it is necessary to have in place a long-term service employee share option scheme in order to retain senior hotel management executives to continue their much valued contribution and to work towards enhancing the value of MEL for the benefit of MEL and the MEL Shareholders as a whole.

Under the MEL Employees Share Option Scheme, the MEL Board has the authority to set terms and conditions in the grant of the Options, in particular, the terms in relation to the minimum period of the Options to be held, the performance targets to be achieved before such Options can be exercised and the Subscription Price. With such authority and flexibility, the MEL Board may assess the circumstance of each Participant and impose different terms and conditions in the grant of the Options to the Participants as they consider appropriate with a view to achieving the purpose of the MEL Employees Share Option Scheme.

PRINCIPAL TERMS OF THE MEL EMPLOYEES SHARE OPTION SCHEME

A summary of the principal terms of the rules of the MEL Employees Share Option Scheme is set out in the Appendix to this circular. The full terms of the MEL Employees Share Option Scheme can be inspected at the registered office of MEL at 3rd Floor, Shun Ho Tower, 24-30 Ice House Street, Central, Hong Kong during normal business hours on any Business Day for the period from the date hereof and including the date of the MEL EGM and at the MEL EGM.

An announcement will be made on the outcome of the Extraordinary General Meetings regarding the proposed adoption of the MEL Employees Share Option Scheme after the Extraordinary General Meetings pursuant to Rule 17.02(1)(a) of the Listing Rules.

JOINT LETTER FROM THE BOARDS

The MEL Board considers that it is not appropriate to state the value of all Options that may be granted pursuant to the MEL Employees Share Option Scheme as if they had been granted at the Latest Practicable Date. The Boards believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the option value which have not been determined. Such variables include the Subscription price, exercise period, any lock-up period, any performance targets set and other relevant variables. MEL will disclose the value of any Options granted during a financial year or a particular period in its annual report and interim report based on the Black-Scholes option pricing model, the binomial model or a generally accepted comparable methodology.

There is no trustee appointed for the purpose of the MEL Employees Share Option Scheme and the MEL Board will be responsible for administering the MEL Employees Share Option Scheme.

THE EXTRAORDINARY GENERAL MEETINGS

The MEL EGM will be held at 3rd Floor, Best Western Hotel Harbour View, 239 Queen's Road West, Hong Kong at 10:30 a.m. on Thursday, 14 November 2013, at which an ordinary resolution will be proposed to the MEL Shareholders to approve the adoption of the MEL Employees Share Option Scheme.

The SHT EGM will be held at 3rd Floor, Best Western Hotel Harbour View, 239 Queen's Road West, Hong Kong at 10:50 a.m. on Thursday, 14 November 2013, at which an ordinary resolution will be proposed to the SHT Shareholders to approve the adoption of the MEL Employees Share Option Scheme.

The SHR EGM will be held at 3rd Floor, Best Western Hotel Harbour View, 239 Queen's Road West, Hong Kong at 11:05 a.m. on Thursday, 14 November 2013, at which an ordinary resolution will be proposed to the SHR Shareholders to approve the adoption of the MEL Employees Share Option Scheme.

Forms of proxy for use at the respective Extraordinary General Meetings are enclosed with this circular. Shareholders are advised to read the notice and to complete the appropriate form of proxy for use at the corresponding Extraordinary General Meeting in accordance with the instructions printed thereon and return the same to the Companies' share registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon and in any event not less than 48 hours before the time fixed for holding such meeting or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the relevant Extraordinary General Meeting or any adjourned meeting if he/she so wishes.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote at each of the Extraordinary General Meetings in accordance with the articles of

JOINT LETTER FROM THE BOARDS

association of the respective Companies. The results of the poll shall be deemed to be the resolution of the general meeting in which the poll was demanded or required and the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the website of MEL (www.magnificentstatesltd.com), and that of SHT (www.shunho.com.hk/sht/) and SHR (www.shunho.com.hk/shr/) after the Extraordinary General Meetings.

RESPONSIBILITY STATEMENT

This circular, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to MEL, SHT and SHR.

The SHR Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular (so far as it relates to SHR) and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

The SHT Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular (so far as it relates to SHT) and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

The MEL Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular (so far as it relates to MEL) and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION TO THE MEL SHAREHOLDERS

The MEL Directors believe that the proposal for the adoption of the MEL Employees Share Option Scheme is in the best interest of MEL and the MEL Shareholders as a whole. Accordingly the MEL Directors recommend that the MEL Shareholders should vote in favour of the ordinary resolution relating to the adoption of the MEL Employees Share Option Scheme to be proposed at the MEL EGM.

To the best of the MEL Directors' knowledge, information and belief having made all reasonable enquiries, no MEL Shareholder is required to abstain from voting on the resolution in relation to the adoption of the MEL Employees Share Option Scheme.

JOINT LETTER FROM THE BOARDS

RECOMMENDATION TO THE SHT SHAREHOLDERS

The SHT Directors believe that the proposal for the adoption of the MEL Employees Share Option Scheme is in the best interest of SHT and the SHT Shareholders as a whole. Accordingly the SHT Directors recommend that the SHT Shareholders should vote in favour of the ordinary resolution relating to the adoption of the MEL Employees Share Option Scheme to be proposed at the SHT EGM.

To the best of the knowledge, information and belief of the SHT Directors, having made all reasonable enquiries, no SHT Shareholder is required to abstain from voting on the resolution in relation to the adoption of the MEL Employees Share Option Scheme.

RECOMMENDATION TO THE SHR SHAREHOLDERS

The SHR Directors believe that the proposal for the adoption of the MEL Employees Share Option Scheme is in the best interest of SHR and the SHR Shareholders as a whole. Accordingly the SHR Directors recommend that the SHR Shareholders should vote in favour of the ordinary resolution relating to the adoption of the MEL Employees Share Option Scheme to be proposed at the SHR EGM.

To the best of the knowledge, information and belief of the SHR Directors, having made all reasonable enquiries, no SHR Shareholder is required to abstain from voting on the resolution in relation to the adoption of the MEL Employees Share Option Scheme.

DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the rules of the MEL Employees Share Option Scheme is available for inspection at the registered office of the Companies at 3rd Floor, Shun Ho Tower, 24-30 Ice House Street, Central, Hong Kong during normal business hours on any Business Day for the period from the date hereof and including the date of the Extraordinary General Meetings and at the Extraordinary General Meetings.

FURTHER INFORMATION

Your attention is drawn to the principal terms of the rules of the MEL Employees Share Option Scheme set out in the Appendix.

Yours faithfully,
By Order of the Board
**Shun Ho Resources
Holdings Limited**

Yours faithfully,
By Order of the Board
**Shun Ho Technology
Holdings Limited**

Yours faithfully,
By Order of the Board
**Magnificent Estates
Limited**

William CHENG Kai Man
Chairman

William CHENG Kai Man
Chairman

William CHENG Kai Man
Chairman

NOTICE OF THE MEL EGM



MAGNIFICENT ESTATES LIMITED **(華大地產投資有限公司)**

(Incorporated in Hong Kong with limited liability)

(Stock code: 201)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Magnificent Estates Limited (the “Company”) will be held at 10:30 a.m. on Thursday, 14 November 2013 at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong for the following purpose:

To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

“THAT:

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the rules of the new employees share option scheme (the “Employees Share Option Scheme”), a copy of which is produced to the meeting and signed by the chairman of the meeting for the purposes of identification, representing an amount up to 10 per cent. of the issued shares of the Company as at the day on which this resolution is passed, with effect from the close of business of the day on which this resolution is passed, the Employees Share Option Scheme be approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Employees Share Option Scheme, including without limitation:

- a. to administer the Employees Share Option Scheme under which options will be granted to participants eligible under the Employees Share Option Scheme to subscribe for shares in the Company;
- b. to modify and/or amend the Employees Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Employees Share Option Scheme relating to modification and/or amendment;
- c. to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the exercise of the options under the Employees Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;

NOTICE OF THE MEL EGM

- d. to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any shares in the Company which may hereafter from time to time be allotted and issued pursuant to the exercise of the options granted under the Employees Share Option Scheme, and where any such application has been made prior to the date of passing this resolution, the same be approved, confirmed and ratified; and

- e. to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Employees Share Option Scheme.”

By Order of the Board
Magnificent Estates Limited

William CHENG Kai Man
Chairman

Hong Kong, dated 30 October 2013

Registered office:

3rd Floor, Shun Ho Tower
24-30 Ice House Street
Central
Hong Kong

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 and, on a poll, 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 26th Floor, Tesbury Centre, 28 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 Monday, 11 November 2013 to Thursday, 14 November 2013, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 November 2013.

NOTICE OF THE SHT EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Shun Ho Technology Holdings Limited (the “Company”) will be held at 10:50 a.m. on Thursday, 14 November 2013 at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong for the following purpose:

To consider and, if thought fit, to pass with or without modification the following as an ordinary resolution:

“THAT:

the new employees share option scheme of Magnificent Estates Limited (“MEL”), a subsidiary of the Company, a copy of which is produced to the meeting and signed by the chairman of the meeting for identification purposes, be and is hereby approved as the new employees share option scheme of MEL.”

By Order of the Board
Shun Ho Technology Holdings Limited

William CHENG Kai Man
Chairman

Hong Kong, dated 30 October 2013

Registered office:

3rd Floor, Shun Ho Tower
24-30 Ice House Street
Central
Hong Kong

NOTICE OF THE SHT EGM

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 and, on a poll, 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 26th Floor, Tesbury Centre, 28 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 Monday, 11 November 2013 to Thursday, 14 November 2013, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 November 2013.

NOTICE OF THE SHR EGM



SHUN HO RESOURCES HOLDINGS LIMITED

(順豪資源集團有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock code: 253)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Shun Ho Resources Holdings Limited (the “Company”) will be held at 11:05 a.m. on Thursday, 14 November 2013 at 3rd Floor, Best Western Hotel Harbour View, 239 Queen’s Road West, Hong Kong for the following purpose:

To consider and, if thought fit, to pass with or without modification the following as an ordinary resolution:

“THAT:

the new employees share option scheme of Magnificent Estates Limited (“MEL”), an indirect subsidiary of the Company, a copy of which is produced to the meeting and signed by the chairman of the meeting for identification purposes, be and is hereby approved as the new employees share option scheme of MEL.”

By Order of the Board
Shun Ho Resources Holdings Limited

William CHENG Kai Man
Chairman

Hong Kong, dated 30 October 2013

Registered office:
3rd Floor, Shun Ho Tower
24-30 Ice House Street
Central
Hong Kong

NOTICE OF THE SHR EGM

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 and, on a poll, 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 26th Floor, Tesbury Centre, 28 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 Monday, 11 November 2013 to Thursday, 14 November 2013, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 November 2013.

The following is a summary of the principal terms of the MEL Employees Share Option Scheme:

(1) PURPOSE, DURATION AND ADMINISTRATION

- 1.1 The purpose of the MEL Employees Share Option Scheme is to reward Participants who have contributed to the MEL Group and to encourage Participants to work towards enhancing the value of MEL and the MEL Shares for the benefit of MEL and the MEL Shareholders as a whole.
- 1.2 The MEL Employees Share Option Scheme shall be subject to the administration of the MEL Board whose decision as to all matters arising in relation to the MEL Employees Share Option Scheme or its interpretation or effect shall (save as otherwise provided herein) be final and binding on all parties.
- 1.3 The MEL Employees Share Option Scheme shall take effect subject to:
 - (a) the passing of the ordinary resolution(s) by the MEL Shareholders to approve and adopt the MEL Employees Share Option Scheme and to authorise the MEL Board to grant Options under the MEL Employees Share Option Scheme and to allot and issue the MEL Shares pursuant to the exercise of any Options;
 - (b) the passing of an ordinary resolution by the SHT Shareholders approving the adoption of the MEL Employees Share Option Scheme;
 - (c) the passing of an ordinary resolution by the SHR Shareholders approving the adoption of the MEL Employees Share Option Scheme; and
 - (d) the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting the approval for the listing of, and permission to deal in, the MEL Shares which fall to be issued pursuant to the exercise of any Options (subject to an initial limit of 10 per cent. of the aggregate number of MEL Shares in issue on the Adoption Date).
- 1.4 If any of the conditions above is not satisfied on or before the date following 30 days after the Adoption Date, the MEL Employees Share Option Scheme shall determine immediately and shall be of no effect.

- 1.5 Subject to conditions of the MEL Employees Share Option Scheme, the MEL Employees Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options shall be offered or granted but the provisions of the MEL Employees Share Option Scheme shall remain in full force and effect in all other respects. Options granted during the life of the MEL Employees Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the 10 year period.
- 1.6 Where (i) any matter under the MEL Employees Share Option Scheme requires approval of MEL Shareholders and/or independent non-executive directors of MEL and (ii) the holding company of MEL is at the material time listed on the Stock Exchange, such matter shall simultaneously be approved by the shareholders and/or independent non-executive directors of MEL's holding company pursuant to the then prevailing requirements under Rule 17.01(4) of the Listing Rules.

(2) GRANT OF OPTIONS

- 2.1 On and subject to the terms of the MEL Employees Share Option Scheme and the Listing Rules, the MEL Board shall be entitled at any time within 10 years after the Adoption Date to make an Offer to any Participant as the MEL Board may in its absolute discretion select to take up an Option pursuant to which such Participant may, during the Option Period, subscribe for such number of the MEL Shares as the MEL Board may determine at the Subscription Price. The Offer shall specify the terms on which the Option is to be granted. Such terms may at the discretion of the MEL Board, include, among other things, (i) the minimum period for which an Option must be held before it can be exercised; and/or (ii) a performance target that must be reached before the Option can be exercised in whole or in part; and (iii) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.
- 2.2 The MEL Board may grant Options under the MEL Employees Share Option Scheme to directors (including executive directors, non-executive directors and independent non-executive directors) and employees of the MEL Group whom the MEL Board considers, in its sole discretion, have contributed or will contribute to the MEL Group. An Offer shall be made to a Participant by letter in such form as the MEL Board may from time to time determine requiring the Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the MEL Employees Share Option Scheme and shall remain open for acceptance by the Participant concerned for a period of 7 days from the Date of Grant provided that no such Offer shall be open for acceptance after the expiry of the Option Period or after the MEL Employees Share Option Scheme has been terminated in accordance with the terms hereof or after the Participant for whom the Offer is made has ceased to be a Participant.
- 2.3 No Offer shall be made to, nor shall any Offer be capable of acceptance by, any Participant at a time when the Participant would or might be prohibited from dealing in the MEL Shares by the Listing Rules or by any other applicable rules, regulations or law.

- 2.4 An Offer is deemed to be accepted when MEL receives from the Grantee the Offer letter signed by the Grantee specifying the number of the MEL Shares in respect of which the Offer is accepted and a remittance to MEL of HK\$10.00 as consideration for the grant of Option. Such remittance is not refundable in any circumstances.
- 2.5 Any Offer may be accepted in respect of less than the number of MEL Shares in respect of which it is offered provided that it is accepted in respect of a whole board lot for dealing in the MEL Shares on the Stock Exchange or an integral multiple thereof. To the extent that the Offer is not accepted within 7 days from the date on which the letter containing the Offer is delivered to that Participant, it shall be deemed to have been irrevocably declined.
- 2.6 A grant of Options under the MEL Employees Share Option Scheme shall not be made after inside information has come to the knowledge of MEL until the information has been announced. In particular, no Option may be granted during the period commencing one month immediately preceding the earlier of:
- (i) the date of the meeting of the MEL Board (as such date is first notified by MEL to the Stock Exchange in accordance with the Listing Rules) for approving MEL's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for MEL to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement.

The MEL Board may not grant any Option to a Participant who is a MEL Director during the periods or times in which the MEL Directors are prohibited from dealing in the MEL Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by MEL.

(3) GRANT OF OPTIONS TO DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS OF MEL

- 3.1 Any grant of Options to any director, chief executive or substantial shareholder (as such term is defined in the Listing Rules) of MEL, or any of their respective associates under the MEL Employees Share Option Scheme or any other share option schemes of MEL or any of its Subsidiaries shall be subject to the prior approval of the independent non-executive directors of MEL (excluding independent non-executive directors of MEL who are the proposed Grantees of the Options in question). Where any grant of Options to a substantial shareholder or an independent

non-executive director of MEL, or any of their respective associates, would result in the MEL Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled or outstanding) to such person in the 12 month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1 per cent. of the MEL Shares in issue on the date of such grant; and
- (b) having an aggregate value, based on the closing price of the MEL Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million,

such further grant of Options shall be subject to prior approval by resolution of the MEL Shareholders (voting by way of poll). MEL shall send a circular to the MEL Shareholders in accordance with the Listing Rules and all connected persons of MEL shall abstain from voting in favour of the resolution at such general meeting of the MEL Shareholders.

(4) SUBSCRIPTION PRICE

The Subscription Price shall be determined by the MEL Board in its absolute discretion but in any event shall not be less than the highest of:

- (i) the closing price of the MEL Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant which must be a Business Day;
- (ii) the average closing price of the MEL Shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 Business Days immediately preceding the Date of Grant; and
- (iii) the nominal value of the MEL Shares.

(5) EXERCISE OF OPTIONS

5.1 An Option shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Option. Any breach of the foregoing by the Grantee shall entitle MEL to cancel any outstanding Option or any part thereof granted to such Grantee to the extent not already exercised without incurring any liability on the part of MEL.

5.2 Unless otherwise determined by the MEL Board and specified in the letter of Offer at the time of the Offer, there is no performance target required to be achieved before an Option can be exercised. An Option may be exercised in whole or in part.

- 5.3 Subject to any restrictions applicable under the Listing Rules and notwithstanding the terms of grant thereof, an Option may be exercised by the Grantee at any time during the Option Period, provided that:
- (a) in the event of the Grantee ceasing to be a Participant by reason of his death or the termination of his employment or directorship for whatever reason (including but not limited to any grounds specified in paragraph 6(g)), his Option shall lapse automatically (to the extent not already exercised) and shall not be exercisable on or after the date of his death or termination of his employment or MEL directorship. If the Grantee tenders resignation on his own accord, the date of his resignation notice is regarded as the date of termination of his employment or MEL directorship and the Grantee shall on such date cease to be a Participant for the purpose of the MEL Employees Share Option Scheme. To the extent the Grantee has exercised the Option in whole or in part, but the MEL Shares have not been allotted to him, the Grantee shall be deemed not to have so exercised such Option and MEL shall return to the Grantee the amount of the Subscription Price for the MEL Shares received by MEL in respect of the purported exercise of such Option;
 - (b) if a general offer or partial offer by way of takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph (c) below) is made to all the holders of MEL Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, MEL shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the Option in full (to the extent not already exercised) or to the extent as notified by MEL at any time within such period as shall be notified by MEL;
 - (c) if a general offer for the MEL Shares by way of scheme of arrangement is made to all the holders of MEL Shares and has been approved by the necessary number of holders of MEL Shares at the requisite meetings, MEL shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by MEL) exercise the Option to its full extent or to the extent specified in such notice;
 - (d) in the event a notice is given by MEL to the MEL Shareholders to convene a MEL Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up MEL, MEL shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by MEL) exercise the Option to its full extent or to the extent specified in such notice, and MEL shall as soon as possible and in any event no later than 3 days prior to the date of the proposed MEL Shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid MEL Shares which fall to be issued on exercise of such Option; and

- (e) in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph (c) above, between MEL and its members or creditors is proposed in connection with a scheme for the reconstruction or amalgamation of MEL, MEL shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such compromise or arrangement and the Grantee may at any time thereafter but before such time as shall be notified by MEL exercise the Option either to its full extent or to the extent notified by MEL, and MEL shall as soon as possible and in any event no later than 3 days prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid MEL Shares which fall to be issued on exercise of such Option.
- 5.4 The MEL Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the memorandum of association and articles of association of MEL for the time being in force and shall rank *pari passu* in all respects with the existing fully paid MEL Shares in issue on the date on which those MEL Shares are allotted on exercise of the Option and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made after the date on which the MEL Shares are allotted other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the MEL Shares are allotted.
- 5.5 Any Options granted but not exercised may be cancelled if the Grantee so agrees and new Options may be granted to the Grantee provided that such new Options fall within the limits prescribed by paragraph 7, excluding the cancelled Options, and are otherwise granted in accordance with the terms of the MEL Employees Share Option Scheme.

(6) LAPSE OF OPTION

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period (subject to the provisions of the MEL Employees Share Option Scheme);
- (b) the expiry of the periods referred to in paragraph 5.3;
- (c) the expiry of the period referred to in paragraph 5.3(b) provided that if any court of competent jurisdiction makes an order the effect of which is to prohibit the offeror from acquiring the remaining MEL Shares in the Offer, the relevant period within which Options may be exercised shall not begin to run until the discharge of the order in question or unless the Offer lapses or is withdrawn before that date;

- (d) subject to the scheme of arrangement (referred to in paragraph 5.3(c)) becoming effective, the expiry of the period for exercising the Option as referred to in paragraph 5.3(c);
- (e) the date of the commencement of the winding-up of MEL;
- (f) the date of death of the Grantee;
- (g) the date on which the Grantee (if an employee or director of the MEL or another member of the MEL Group) ceases to be a Participant by reason of the termination of his employment or directorship on whatever grounds including but not limited to the grounds that he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily. If the Grantee tenders resignation on his own accord, the date of his resignation notice is regarded as the date of termination of his employment or directorship and the Grantee shall on such date cease to be a Participant for the purpose of the MEL Employees Share Option Scheme. A resolution of the MEL Board or the board of directors of the relevant Subsidiary to the effect that the employment of a Grantee has been terminated on one or more of the grounds specified in this paragraph 6(g) shall be conclusive and binding on the Grantee, and where appropriate, his legal representative(s);
- (h) the date on which the Grantee commits a breach of paragraph 5.1; and
- (i) the date the Grantee ceases to be a Participant for any other reason.

(7) MAXIMUM NUMBER OF MEL SHARES AVAILABLE FOR SUBSCRIPTION

- 7.1 The maximum number of MEL Shares which may be issued upon exercise of all Options to be granted under the MEL Employees Share Option Scheme and any other share option schemes of MEL shall not, in the absence of MEL Shareholders' approval, in aggregate exceed 10 per cent. in nominal amount of the aggregate of the MEL Shares in issue on the Adoption Date (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the MEL Employees Share Option Scheme and (as the case may be) such other share option schemes of MEL will not be counted for the purpose of calculating the Scheme Mandate Limit.

- 7.2 The Scheme Mandate Limit referred to in paragraph 7.1 may be renewed at any time subject to prior MEL Shareholders' approval but in any event the total number of MEL Shares which may be issued upon exercise of all Options to be granted under the MEL Employees Share Option Scheme and any other share option schemes of MEL under the limit as refreshed must not exceed 10 per cent. of the MEL Shares in issue as at the date of the MEL Shareholders' approval of the renewal of the Scheme Mandate Limit. Options previously granted under the MEL Employees Share Option Scheme or any other share option schemes of MEL (including those outstanding, cancelled, lapsed in accordance with the terms or exercised) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.
- 7.3 Notwithstanding the foregoing, MEL may grant Options beyond the Scheme Mandate Limit to Participants if:
- (a) separate the MEL Shareholders' approval has been obtained for granting Options beyond the Scheme Mandate Limit to Participants specifically identified by MEL before such MEL Shareholders' approval is sought; and
 - (b) MEL, in connection with the seeking of such separate MEL Shareholders' approval, has first sent a circular to the MEL Shareholders containing such information as may be required by the Listing Rules then prevailing to be included in such circular.
- 7.4 Subject to paragraph 7.5, the maximum number of the MEL Shares issued and to be issued upon exercise of the Options granted to each Grantee under the MEL Employees Share Option Scheme (including both exercised and outstanding Options) in any 12-month period shall not (when aggregated with any MEL Shares subject to options granted during such period under any other share option scheme(s) of MEL other than those options granted pursuant to specific approval by the MEL Shareholders in a general meeting) exceed 1 per cent. of the MEL Shares in issue for the time being (the "Individual Limit").
- 7.5 Where any further grant of Options to a Participant would result in the MEL Shares issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1 per cent. of the MEL Shares in issue, such further grant must be separately approved by the MEL Shareholders in general meeting with such Participant and his associates abstaining from voting. MEL must send a circular to the MEL Shareholders disclosing the identity of the Participant in question, the number and terms of the Options to be granted (and Options previously granted to such Participant) and such other information required under the Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such proposed Grantee must be fixed before the MEL Shareholders' approval and the date of meeting of the MEL Board for proposing such further grant should be taken as the Date of Grant for the purpose of calculating the Subscription Price.

7.6 At any time, the maximum number of the MEL Shares which may be issued upon exercise of all Options which then has been granted and have yet to be exercised under the MEL Employees Share Option Scheme and any other share option schemes of MEL shall not exceed 30 per cent. (or such higher percentage as may be allowed under the Listing Rules) of the MEL Shares in issue from time to time (the “Scheme Limit”).

(8) REORGANISATION OF CAPITAL STRUCTURE

8.1 In the event of any alteration to the capital structure of MEL whilst any Option remains exercisable, arising from capitalisation of profits or reserves, rights issue, subdivision or consolidation of the MEL Shares or reduction of the share capital of MEL in accordance with legal requirements and requirements of the Stock Exchange, other than any alteration in the capital structure of MEL as a result of an issue of MEL Shares as consideration in a transaction to which MEL is a party, such corresponding alterations (if any) shall be made to:

- (a) the number or nominal amount of the MEL Shares subject to the Option so far as unexercised; and/or
- (b) the Subscription Price for the MEL Shares subject to the Option so far as unexercised,

or any combination thereof as the Auditors or the independent financial adviser to MEL shall at the request of MEL certify in writing to the MEL Board either generally or as regards any particular Grantee that the adjustments are in their opinion fair and reasonable provided that any such adjustments give a Grantee the same proportion of equity capital of MEL as to which that Grantee was previously entitled but no such alterations shall be made the effect of which would be to enable a MEL Share to be issued at less than its nominal value. The capacity of the Auditors or the independent financial adviser to MEL in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on MEL and the Grantees.

(9) SHARE CAPITAL

- 9.1 The exercise of any Option shall be subject to the members of MEL in general meeting approving any necessary increase in the authorised share capital of MEL. Subject thereto the MEL Board shall make available sufficient authorised but unissued share capital of MEL to meet subsisting requirements on the exercise of Options.
- 9.2 The Options do not carry any right to vote in general meetings of MEL, or any right, dividend, transfer or any other rights, including those arising on the liquidation of MEL.

(10) ALTERATION OF THE MEL EMPLOYEES SHARE OPTION SCHEME

Those specific provisions of the MEL Employees Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants, and changes to the authority of the MEL Board in relation to any alteration of the terms of the MEL Employees Share Option Scheme shall not be made, in either case, without the prior approval of the MEL Shareholders in general meeting. Other than clerical error, any alterations to the terms and conditions of the MEL Employees Share Option Scheme which are of a material nature, or any change to the terms of Options granted, must also, to be effective, be approved by the MEL Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the MEL Employees Share Option Scheme. The MEL Employees Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

(11) CANCELLATION

Subject to paragraph 5.1, any Options granted but not exercised may not be cancelled unless the Grantee so agrees.

(12) TERMINATION

MEL by ordinary resolution in general meeting or the MEL Board may at any time terminate the operation of the MEL Employees Share Option Scheme and in such event no further Options will be offered or granted but in all other respects the provisions of the MEL Employees Share Option Scheme shall remain in full force and effect in respect of Options which are granted during the life of the MEL Employees Share Option Scheme and which remain unexpired immediately prior to the termination of the operation of the MEL Employees Share Option Scheme.