

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 Cheong Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

**RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A supplemental notice of the annual general meeting (the “AGM”) is set out on pages 5 to 6 of this supplemental circular. The AGM will be held as originally scheduled at Suite 2302, Wing On Centre, 111 Connaught Road Central, Hong Kong on Wednesday, 19 August 2015 at 10 a.m..

* for identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Wednesday, 19 August 2015, at 10 a.m. at Suite 2302, Wing On Centre, 111 Connaught Road Central, Hong Kong
“Announcement”	the announcement of the Company dated 2 August 2015 relating to, among other things, the appointment of Prof. Chen Zhiwu as an independent non-executive Director
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Shun Cheong Holdings Limited, an exempted company incorporated in Bermuda with limited liability and registered in Hong Kong under Part XI of the Companies Ordinance, the shares of which are listed on the Stock Exchange
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	1 August 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules

LETTER FROM THE BOARD



SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

Executive Directors:

Cao Jing (*Executive Chairman*)

Zhang Shaohua (*Managing Director*)

Non-executive Directors:

Mo Tianquan

Independent Non-executive Directors:

Ye Jianping

Palaschuk Derek Myles

Chen Zhiwu

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Head Office and

Principal Place of Business:

Suite 2302, Wing On Centre

111 Connaught Road Central

Hong Kong

4 August 2015

To Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

References are made to (i) the circular of the Company ("Original Circular") and the notice of AGM ("Original Notice") dated 20 July 2015, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for Shareholders' approval; and (ii) the Announcement. This supplemental circular should be read together with the Original Circular.

The Company appointed Prof. Chen Zhiwu as an independent non-executive Director and a member of each of the audit committee and the remuneration committee of the Board with effect from 31 July 2015. In light of the foregoing and pursuant to Bye-law 102(B) of the Bye-laws, Prof. Chen shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Hence, an additional

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LETTER FROM THE BOARD

resolution in relation to the re-election of Prof. Chen as an independent non-executive Director will be proposed to the Shareholders for approval at the AGM. Save for the above, other resolutions as set out in the Original Notice will remain unchanged and will be voted at the AGM as usual.

The purpose of this supplemental circular is to set out the supplemental notice of AGM as set out on pages 5 to 6 to this supplemental circular (“Supplemental Notice”), and to provide you with information regarding the abovementioned proposal to be considered at the AGM. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and Original Notice.

RE-ELECTION OF DIRECTOR

An ordinary resolution will be proposed at the AGM to consider and approve the re-election of Prof. Chen Zhiwu as an independent non-executive Director.

The qualifications, previous experience, major appointments and other information of Prof. Chen as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in the Announcement and reproduced below for the Shareholders’ consideration.

Prof. Chen Zhiwu, aged 54, is an expert on finance theory, emerging markets, and China’s economy and capital markets. He is also Special-Term Visiting Professor at School of Economics at Peking University, and Visiting Professor and HKU-AXA Senior Fellow on China’s Market Reform at The University of Hong Kong. Prof. Chen started his career by publishing research in top economics and finance journals on topics related to financial markets and theories of asset pricing. In around 2001, Prof. Chen began to expand his research beyond mature markets by investigating market development and institution-building issues. In 2013, he started the annual Summer School for Quantitative History at Tsinghua University and continues to organize it at Peking University, with the goal of promoting quantitative history research in China. Prof. Chen is on the International Advisory Board of the China Securities Regulatory Commission (CSRC), and Chief Academic Advisor to two 10-episode China Central Television (CCTV) documentary series, “Wall Street” and “Money”. He is an independent director of PetroChina Company Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange, Bank of Communications Co., Ltd. (a company listed on the Stock Exchange and the Shanghai Stock Exchange) and Noah Holdings Limited (a company listed on the New York Stock Exchange).

Save as disclosed, Prof. Chen did not hold any directorship in any other listed company in the last three years.

As at the date of this announcement, Prof. Chen does not have any interests in the shares of the Company which is required to be disclosed under Part XV of SFO.

Prof. Chen has entered into a service agreement with the Company in respect of his appointment as an independent non-executive Director. Prof. Chen’s directorship in the Company will be subject to retirement by rotation in accordance with the bye-laws of the

LETTER FROM THE BOARD

Company. Subject to review by the Board from time to time, Prof. Chen will be entitled to an annual director's fee of HK\$105,000 which was determined on the basis of Prof. Chen's experience, level of responsibilities within the Company and the current market condition.

Prof. Chen has no other relationship with any of the Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company.

Save as abovementioned, there is no other information which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company in respect of the appointment of Prof. Chen.

Save for the information set out in this section, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

THE AGM

A supplemental form of proxy in respect of the ordinary resolution to consider and approve the aforementioned re-election of independent non-executive Director is enclosed with this supplemental circular. The form of proxy issued by the Company along with the Original Circular ("Original Form of Proxy") will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company's share registrar in Hong Kong.

Shareholders are entitled to appoint one or more proxies to attend the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Form of Proxy and/or the supplemental form of proxy are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of eligibility for attending the AGM, other resolutions to be considered at the AGM, proxy, registration procedures and other relevant matters respectively.

By Order of the Board
Shun Cheong Holdings Limited
Cao Jing
Executive Chairman



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular of Shun Cheong Holdings Limited (the “Company”) and the notice of annual general meeting of the Company (the “AGM”) dated 20 July 2015 (the “Original Notice”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held as originally scheduled at Suite 2302, Wing On Centre, 111 Connaught Road Central, Hong Kong on Wednesday, 19 August 2015 at 10 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the resolutions set out in the Original Notice:

2. c) To re-elect Prof. Chen Zhiwu as a director of the Company.

By order of the Board
Shun Cheong Holdings Limited
Cao Jing
Executive Chairman

Hong Kong, 4 August 2015

Notes:

1. Details of the resolution are set out in the supplemental circular of the Company dated 4 August 2015 (the “Supplemental Circular”). Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. At the AGM, the chairman of the meeting will put the above resolution to the vote by way of a poll. On a poll, every shareholder of the Company (“Shareholder”) who is present in person or by proxy shall have one vote for every share of which he is the holder.
3. A supplemental form of proxy (the “Supplemental Form of Proxy”) containing resolution numbered 2. c) mentioned above is enclosed with the Supplemental Circular. The form of proxy issued by the Company along with the circular of the Company dated 20 July 2015 (the “Original Form of Proxy”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s share registrar in Hong Kong.

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SUPPLEMENTAL NOTICE OF AGM

4. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. Shareholders are hereby reminded to complete both the Original Form of Proxy and Supplemental Form of Proxy in accordance with the instructions set out respectively therein for the appointment of their proxy(ies) to attend and vote for ALL resolutions to be considered in the AGM in their stead if they so wish. For the avoidance of doubt, should the proxies being appointed to attend the AGM under the Original Form of Proxy and the Supplemental Form of Proxy are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM. Completion and return of the Supplemental Form of Proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should be so wish.
5. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. Please refer to the Original Notice for details in respect of eligibility for attending the AGM, other resolutions to be considered at the AGM, proxy, registration procedures and other relevant matters respectively.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. As at the date of, the directors of the Company comprises six directors, of whom two are executive directors, namely Ms. Cao Jing (executive chairman) and Mr. Zhang Shaohua (managing director), one is non-executive director, namely Mr. Mo Tianquan, and three are independent non-executive directors, namely Prof. Ye Jianping, Mr. Palaschuk Derek Myles and Prof. Chen Zhiwu.