



SHAW BROTHERS HOLDINGS LIMITED
邵氏兄弟控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00953)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, 13 MARCH 2017 (OR AT ANY ADJOURNMENT THEREOF)**

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ ordinary share(s) of HK\$0.01
each in the capital of Shaw Brothers Holdings Limited (the “Company”) hereby appoint the Chairman of the extraordinary
general meeting of the Company, or (Note 3) _____
of _____
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “Meeting”) to be held
at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 13 March 2017 at 10:30 a.m. or at any
adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit and in respect of
any other business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
1.	To approve, confirm and ratify the Cooperation Framework Agreement and the proposed annual caps for 2017, 2018 and 2019 in relation to Investment Projects involving the Group and CMC Holdings and/or Huaren Wenhua (and/or their respective Associated Companies)		
2.	To approve, confirm and ratify the Cooperation Framework and the proposed annual caps for 2017, 2018 and 2019 in relation to Artistes Engagement by the Group of artistes managed by CMC Holdings and/or Huaren Wenhua (and/or their respective Associated Companies)		
3.	To approve, confirm and ratify the Cooperation Framework Agreement and the proposed annual caps for 2017, 2018 and 2019 in relation to Artistes Engagement by CMC Holdings and/or Huaren Wenhua (and/or their respective Associated Companies) of artistes managed by the Group		
4.	To re-elect Mr. Li Ruigang as a non-executive director of the Company and authorise the Board to fix the director’s remuneration of Mr. Li		
5.	To re-elect Mr. Jiang Wei as an executive director of the Company and authorise the Board to fix the director’s remuneration of Mr. Jiang		
6.	To re-elect Mr. Hui To Thomas as a non-executive director of the Company and authorise the Board to fix the director’s remuneration of Mr. Hui		

Dated this _____ day of _____ 2017

Signature(s) (Note 6): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out “the Chairman of the extraordinary general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice of the Meeting.
- This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form of proxy on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member may appoint a proxy in respect of part only of his/her holding of shares in the Company. A proxy need not be a member of the Company.
- This form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting convened and any adjournment thereof and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting 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 of the Company in respect of the joint holding.
- The notice of the Meeting is set out in the Company’s circular dated 17 February 2017.