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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Shaw Brothers Holdings Limited (the “**Company**”) will 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. for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

the terms of the Cooperation Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for the years ending 31 December 2017, 2018 and 2019 respectively in relation to Investment Projects involving the Group and CMC Holdings and/or Huaren Wenhua (and/or their respective Associated Companies) (all as defined and described in the circular of the Company dated 17 February 2017 of which this notice forms part) be and are hereby approved, confirmed and ratified; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Cooperation Framework Agreement and the aforesaid transactions and proposed annual caps as they may in their discretion consider to be desirable and in the interests of the Company.”

2. **“THAT**

the terms of the Cooperation Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for the years ending 31 December 2017, 2018 and 2019 respectively in relation to Artistes Engagement by the Group of artistes managed by CMC Holdings and/or Huaren Wenhua (and/or their respective Associated Companies) (all as defined and described in the circular of the Company dated 17 February 2017 of which this notice forms part) be and are hereby approved, confirmed and ratified; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Cooperation Framework Agreement and the aforesaid transactions and proposed annual caps as they may in their discretion consider to be desirable and in the interests of the Company.”

3. **“THAT**

the terms of the Cooperation Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for the years ending 31 December 2017, 2018 and 2019 respectively in relation to Artistes Engagement by CMC Holdings and/or Huaren Wenhua (and/or their respective Associated Companies) of artistes managed by the Group (all as defined and described in the circular of the Company dated 17 February 2017 of which this notice forms part) be and are hereby approved, confirmed and ratified; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Cooperation Framework Agreement and the aforesaid transactions proposed annual caps as they may in their discretion consider to be desirable and in the interests of the Company.”

4. **“THAT**

Mr. Li Ruigang be re-elected as a non-executive director of the Company and that the board of directors of the Company (the “**Board**”) be and is hereby authorised to fix the director’s remunerations of Mr. Li.”

5. **“THAT**

Mr. Jiang Wei be re-elected as an executive director of the Company and that the Board be and is hereby authorised to fix the director’s remunerations of Mr. Jiang.”

6. **“THAT**

Mr. Hui To Thomas be re-elected as a non-executive director of the Company and that the Board be and is hereby authorised to fix the director’s remunerations of Mr. Hui.”

By order of the Board
Shaw Brothers Holdings Limited
Li Ruigang
Chairman

Hong Kong, 17 February 2017

Notes:

1. A member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof).
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM (or any adjournment thereof) if such member of the Company so desires, and in such event, the form of proxy shall be deemed to be revoked.

4. Where there are joint holders of any share of the Company (the “**Share**”), any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM, 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 holder(s), 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.
5. The transfer books and register of members of the Company will be closed from Thursday, 9 March 2017 to Monday, 13 March 2017, both dates inclusive (the “**Book Close Period**”) for the purpose of determining shareholders’ attendance at the EGM. During the Book Close Period, no transfer of shares will be registered. In order to qualify for attendance at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with 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, for registration not later than 4:30 p.m. on Wednesday, 8 March 2017.
- 6.. As at the date of this notice, the Board consists of Mr. Li Ruigang as chairman and non-executive Director; Mr. Ding Siqiang, Ms. Ding Xueleng, Mr. Jiang Wei and Miss Lok Yee Ling Virginia as executive Directors; Mr. Hui To Thomas as non-executive Director; Mr. Pang Hong, Mr. Poon Kwok Hing, Albert and Miss Szeto Wai Ling Virginia as independent non-executive Directors; and Mr. Gu Jiong as alternate Director to Mr. Hui To Thomas.
7. A form of proxy for the EGM is enclosed.