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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 12:00 noon on Thursday, 2 June 2022 (or as soon as the annual general meeting to be held at 11:30 a.m. on the same date and at the same place shall have been concluded or adjourned) at Opera II, B3, Intercontinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong 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 from 1 June 2022 to 31 December 2022, for the year ending 31 December 2023, for the year ending 31 December 2024 and from 1 January 2025 to 31 May 2025 respectively in relation to Investment Projects involving the Group and CMC and/or Huaren Wenhua (and/or their respective Associated Companies) (all as defined and described in the circular of the Company dated 13 May 2022 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 from 1 June 2022 to 31 December 2022, for the year ending 31 December 2023, for the year ending 31 December 2024 and from 1 January 2025 to 31 May 2025 respectively in relation to Artistes Engagement by the Group of artistes managed by CMC and/or Huaren Wenhua (and/or their respective Associated Companies) (all as defined and described in the circular of the Company dated 13 May 2022 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 from 1 June 2022 to 31 December 2022, for the year ending 31 December 2023, for the year ending 31 December 2024 and from 1 January 2025 to 31 May 2025 respectively in relation to Artistes Engagement by CMC 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 13 May 2022 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.”

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

Hong Kong, 13 May 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either in person or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (i.e. 12:00 noon on Tuesday, 31 May 2022) before the time appointed for holding the EGM or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
5. Where there are joint holders of any shares, 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/she were solely entitled thereto, but if more than one of such joint holders be 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 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The transfer books and Register of Members of the Company will be closed from 26 May 2022 to 2 June 2022, 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 attending 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 25 May 2022.

8. As at the date of this notice, the Board consists of Mr. Li Ruigang as chairman and non-executive Director; Miss Lok Yee Ling Virginia as executive Director; 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.
9. A form of proxy for the EGM is enclosed.
10. If tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force at 7:30 a.m. on Thursday, 2 June 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

## **IMPORTANT NOTICE TO SHAREHOLDERS**

### **Precautionary measures for the EGM**

In May 2022, the coronavirus situation in Hong Kong is still developing and the situation at the time of EGM is difficult to predict.

The Company will convene and hold the EGM on 2 June 2022. Shareholders are welcome to attend the EGM. However, Shareholders are reminded that should the coronavirus continue to affect Hong Kong at or around the time of the EGM, Shareholders should assess for themselves whether they should attend the EGM in person due to the health risks that may or may not pose.

The Company wishes to emphasise that attendees' health and safety are our primary concerns. In view of the ongoing pandemic caused by coronavirus COVID-19, the Company will implement certain precautionary measures to protect the attendees from the risk of infection:

- (i) compulsory body temperature check will be conducted for every attendee or his/her proxy at the entrance of the EGM venue;
- (ii) every attendee or his/her proxy will have to submit a completed health declaration form prior to entry into the EGM venue;
- (iii) every attendee or his/her proxy is required to wear surgical face masks before they are permitted to access to the EGM venue and throughout the EGM;
- (iv) seating at the annual general meeting venue will be arranged in order to allow appropriate social distancing; and
- (v) every attendee who does not comply with any of the above precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the EGM venue.

Should anyone seeking to attend the EGM decline to follow the Company's precautionary measures and/or be found to have common coronavirus symptoms such as fever, cough or other respiratory symptoms or otherwise unwell, the Company reserves the right to refuse such person's admission to the EGM venue.

As additional precautionary measures and with a view to avoiding close contact amongst attendees, seating will be arranged in order to allow appropriate social distancing and where necessary and practicable, multiple meeting rooms with telecommunication facilities will be put into use. In addition, **no refreshment will be served and no gifts will be distributed at the EGM this year.**

In light of the above precautionary measures, Shareholders intending to attend the EGM in person are suggested to arrive at the EGM venue in advance of the scheduled time for the EGM to ensure that they have sufficient time to complete the registration process.

**As an alternative to attending the EGM in person, the Company strongly encourages and recommends Shareholders and their representatives to appoint the chairman of the EGM as their proxy to vote on their behalf at the EGM.**

In the event that the coronavirus situation deteriorates and requires the date and venue of the EGM to be changed, Shareholders will be notified of the revised arrangement and further announcement will be made by the Company on its website ([www.shawbrotherspictures.com](http://www.shawbrotherspictures.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders are advised to read the Company's announcement(s) in relation to the latest arrangement of the EGM (if any) published on the websites of the Company and the Stock Exchange before attending the EGM.