

SHAW BROTHERS (HONG KONG) LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 0080)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at the Harbour Room, Mezzanine Floor, Kowloon Shangri-La Hotel, on Wednesday, 6th September 2006 at 12:00 noon for the following purposes:

- (1) To receive and consider the Company's Accounts and the Reports of the Directors and Auditors for the year ended 31st March 2006.
- (2) To declare a final dividend.
- (3) To re-elect retiring Director and to approve annual Directors' fee.
- (4) To re-appoint Auditors and to authorise the Directors to fix their remuneration.
- (5) As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make and grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make and grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to Rights Issue, the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, the exercise of any options granted under the share option scheme of the Company, or any shares allotted in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company from time to time shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by Directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or such stock exchange in, any territory outside Hong Kong).”

(6) To transact any other ordinary business of the Company.

By Order of the Board
Jeremiah Rajakulendran
Company Secretary

Hong Kong, 22nd June 2006

As at the date of this announcement, the Board comprises of:

Executive Directors:

Sir Run Run Shaw, GBM (*Executive Chairman*)
Mona Fong
(*Deputy Chairperson and Managing Director*)
Louis Page
Jeremiah Rajakulendran

Independent Non-executive Directors:

Dr. Chow Yei Ching
Ng Julie Yuk Shun
Nelson Hon Sang Chiu

Notes:

Directors

1. In accordance with Article 88 of the Company's Articles of Association, Mr. Jeremiah Rajakulendran retires by rotation, and being eligible, offers himself for re-election with the unanimous support of the other Directors.

Particulars of Mr. Jeremiah Rajakulendran are as follows:–

Mr. Jeremiah Rajakulendran, aged Sixty, is the Chief Financial Officer of the Company. He joined the Company in 1984 and was appointed Company Secretary in April 1998 which post he relinquished in February 2001. He was appointed a Director in February 2001 and Company Secretary in September 2002. He is also a Director and Company Secretary of certain subsidiaries of the Company and its associates. He has more than 30 years experience in business and financial management in Hong Kong and overseas. He is a Fellow of the Institute of Chartered Accountants of Sri Lanka and Fellow of the Chartered Institute of Management Accountants, United Kingdom.

Save as disclosed above, Mr. Rajakulendran does not hold any directorship in other listed public companies in the last three years or any position with the Company or other companies of the Group.

There is no service contract between the Company and Mr. Rajakulendran. He has no fixed term of service with the Company and will be subject to retirement by rotation and re-election at the Company's Annual General Meetings in accordance with Article 88 of the Company's Articles of Association. There is no agreement on the amount of the remuneration payable to Mr. Rajakulendran. The director's fee payable to Mr. Rajakulendran is determined by shareholders in general meeting. Mr. Rajakulendran received director's fee of HK\$8,000 for the year ended 31st March 2006 which was determined by shareholders in the Annual General Meeting of the Company held on 7th September 2005.

Save as disclosed above, Mr. Rajakulendran is not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at 31st March 2006, Mr. Rajakulendran did not hold any shares in the Company and Television Broadcasts Limited within the meaning of Part XV of the Securities and Futures Ordinance.

The Directors are not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Proxy Information

2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead; a proxy need not also be a member of the Company. Such a proxy vote will only be used if a poll is called for, decisions at a General Meeting being normally decided on a show of hands of members present as provided under Article 60 of the Company's Articles of Association.

To be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the registered office of the Company, Lot 220 Clear Water Bay Road, Kowloon, not later than 48 hours before the time appointed for holding the meeting. A vote cast by proxy shall not be invalidated by the revocation of the appointment of the proxy or of the authority under which the appointment was made unless notice in writing of such revocation shall have been received by the Company at the registered office of the Company, Lot 220 Clear Water Bay Road, Kowloon, not later than 24 hours before, or by the Company Secretary or the Chairman on the day and at the place, but before the commencement, of the meeting.

Right to demand a poll

3. Pursuant to Article 60 of the Company's Articles of Association, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) demanded:
- (i) by the Chairman of the meeting; or
 - (ii) by at least three members present in person or by proxy entitled to vote; or
 - (iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded and not withdrawn, a declaration by the Chairman that a resolution has been on a show of hands carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

Dividends

4. The Board has recommended a final dividend of HK\$0.34 per share for 398,390,400 issued shares in respect of the year ended 31st March 2006 payable to shareholders who are on the Register of Members on 6th September 2006. The final dividend is subject to shareholders' approval at the Annual General Meeting.
5. The Transfer Books and Register of Members of the Company will be closed from Friday, 1st September 2006 to Wednesday, 6th September 2006, both days inclusive. In order to qualify for the declared final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 31st August 2006.

Please also refer to the published version of this announcement in The Standard.