

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 Kowloon Room, Mezzanine Floor, Kowloon Shangri-La Hotel, on Wednesday, 5th September 2007 at 12:00 noon for the following purposes:

- (1) To receive and consider the Company's Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March 2007.
- (2) To declare a final dividend for the year ended 31st March 2007.
- (3) To re-elect retiring Independent Non-executive Director for three years 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) As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** Article 88 of the Articles of Association of the Company be deleted in its entirety and substituted as follows:

Article 88. Except as otherwise provided in these Articles, all the Directors shall be subject to retirement by rotation. At every Annual General Meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.”

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

By Order of the Board
Jeremiah Rajakulendran
Company Secretary

Hong Kong, 27th June 2007

Notes:

Proxy Information

1. A member entitled to attend and vote at the annual general meeting to be held on 5th September 2007 (“Annual General Meeting”) convened by the Notice of Annual General 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

2. 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

3. The Board has recommended a final dividend of HK\$0.40 per share for 398,390,400 issued shares in respect of the year ended 31st March 2007 payable to shareholders who are on the Register of Members on 5th September 2007. The final dividend, which is payable on 25th October 2007, is subject to shareholders' approval at the Annual General Meeting.
4. The Register of Members of the Company will be closed from Friday, 31st August 2007 to Wednesday, 5th September 2007, both days inclusive, during which period, no transfer of shares will be effected. In order to qualify for the above final dividend, all transfers must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 30th August 2007.

Directors

5. In relation to agenda item No. (3) in the Notice of Annual General Meeting regarding re-election of retiring Independent Non-Executive Director, Dr. Chow Yei Ching is retiring at the Annual General Meeting pursuant to Article 88 of the Company's Articles of Association and, and being eligible, offers himself for re-election. The re-election of the retiring Director will be individually voted on by shareholders.
6. The biographical details of Dr. Chow Yei Ching, the Director who stands for re-election at the Annual General Meeting, as at 26th June 2007, being the latest practicable date prior to the release of the Notice of Annual General Meeting ("Latest Practicable Date"), are set out below to enable shareholders to make an informed decision on his re-election.

Save for the information set out in this paragraph and in paragraphs 5, 7, and 8, there is no information to be disclosed pursuant to any of the requirements under Paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders in respect of the Director who stands for re-election at the Annual General Meeting.

Particulars of Dr. Chow Yei Ching are as follows:–

Dr. Chow Yei Ching (aged 71)

Dr. Chow Yei Ching has been appointed Independent Non-executive Director since February 2001.

Dr. Chow has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has submitted to the Stock Exchange a written confirmation concerning his independence to the Company. He has also given an annual confirmation of his independence to the Company. Dr. Chow has no financial or family relationship with any other Directors, Senior Management or substantial shareholders of the Company.

Dr. Chow is both the Chairman of the Audit Committee and the Remuneration Committee of the Board.

Dr. Chow is the founder and chairman of Chevalier Group that comprises two publicly listed companies in Hong Kong, namely, Chevalier International Holdings Limited and Chevalier Pacific Holdings Limited. He is a Non-executive Director of Television Broadcasts Limited and an Independent Non-executive Director of Van Shung Chong

Holdings Limited and Towngas China Company Limited. Dr. Chow is the Honorary Consul of The Kingdom of Bahrain in Hong Kong and a standing committee member of the Chinese People's Political Consultative Conference, Shanghai. He also serves in a number of positions in various educational, charitable and trade organisations. He holds an Honorary Degree of Doctor of Laws from The University of Hong Kong and an Honorary Degree of Doctor of Business Administration from The Hong Kong Polytechnic University.

7. Dr. Chow's interests in shares within the meaning of Part XV of the Securities and Futures Ordinance are set out below and remain unchanged as at the Latest Practicable Date:

	No. of Ordinary shares of HK\$0.05 each in Television Broadcasts Limited				Percentage of issued capital (%)
	Personal interests	Family interests	Corporate interests	Total	
Dr. Chow Yei Ching	100,000	–	–	100,000	0.02%

The interests stated above represent long positions.

A report of the beneficial interests of all the Directors and chief executive in the shares of the Company and associated corporations as recorded in the register maintained under Section 352 of the Securities and Futures Ordinance is set out in the Report of the Directors of the Company's 2007 Annual Report.

8. The amount of emoluments paid for the year ended 31st March 2007 to Dr. Chow, the Director who stands for re-election at the Annual General Meeting is set out in Note 10 to the Consolidated Financial Statements and the basis of determining such emoluments is set out under "Remuneration of Directors and Senior Management" in the Corporate Governance Report of the Company's 2007 Annual Report.

Amendment to the Articles of Association

9. In relation to agenda item No. (6) in the Notice of Annual General Meeting regarding the proposed amendment to Article 88 of the Company's Articles of Association, the Listing Rules have been amended by the Stock Exchange by replacing the Code of Best Practice in Appendix 14 with the new Code on Corporate Governance Practices (the "Code"). Subject to certain transitional arrangements, the amendments took effect on 1st January 2005.
10. Under the current Article 88 of the Company's Articles of Association, the Executive Chairman and the Managing Director are not subject to retirement by rotation and only one-third of the Directors for the time being, excluding the Executive Chairman and the Managing Director (or, if their number is not a multiple of three, then the number nearest to but not greater than one-third) shall retire from office by rotation at each annual general meeting of the Company. However, paragraph A.4.2 of the Code requires that all the Directors shall be subject to retirement and every Director, including those appointed for a specific term, should be subject to rotation at least once every three years.
11. The Directors therefore propose to put forward to the Shareholders for approval as a special resolution to amend Article 88 of the Company's Articles of Association at the Annual General Meeting to comply with paragraph A.4.2 of the Code.

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

Executive Directors:

Sir Run Run Shaw, GBM (*Executive Chairman*)

Mona Fong (*Deputy Chairperson and Managing Director*)

Jeremiah Rajakulendran

Independent Non-executive Directors:

Dr. Chow Yei Ching

Ng Julie Yuk Shun

Nelson Hon Sang Chiu