

SHAW BROTHERS (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00080)

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, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 3rd September 2008 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 2008.
- (2) To declare a final dividend for the year ended 31st March 2008.
- (3) To re-elect retiring Independent Non-executive Directors 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) To transact any other ordinary business of the Company.

By Order of the Board
Jeremiah Rajakulendran
Company Secretary

Hong Kong, 27th June 2008

Notes:

Proxy Information

1. A member entitled to attend and vote at the annual general meeting to be held on 3rd September 2008 (“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\$0.42 per share for 398,390,400 issued shares in respect of the year ended 31st March 2008 payable to shareholders who are on the Register of Members on 3rd September 2008. The final dividend, which is payable on 23rd October 2008, is subject to shareholders' approval at the Annual General Meeting.
4. The Register of Members of the Company will be closed from Friday, 29th August 2008 to Wednesday, 3rd September 2008, 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, 28th August 2008.

Directors

5. In relation to agenda item No. (3) in the Notice of Annual General Meeting regarding re-election of retiring Independent Non-Executive Directors, Ms. Ng Julie Yuk Shun and Mr. Nelson Hon Sang Chiu are retiring at the Annual General Meeting pursuant to Article 88 of the Company's Articles of Association, and being eligible, offer themselves for re-election. The re-election of the retiring Directors will be individually voted on by shareholders.
6. The biographical details of Ms. Ng Julie Yuk Shun and Mr. Nelson Hon Sang Chiu, the Directors who stand for re-election at the Annual General Meeting, as at 25th June 2008, 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 their 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 Directors who stand for re-election at the Annual General Meeting.

Particulars of Ms. Ng Julie Yuk Shun and Mr. Nelson Hon Sang Chiu are as follows:-

Ms. Ng Julie Yuk Shun (aged 56)

Ms. Ng Julie Yuk Shun has been appointed Independent Non-executive Director since February 2001.

Ms. Ng 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 her independence to the Company. She has also given an annual confirmation of her independence to the Company. Ms. Ng has no financial or family relationship with any other Directors, Senior Management or substantial shareholders of the Company.

Ms. Ng is both a Member of the Audit Committee and the Remuneration Committee of the Board.

Ms. Ng has a MBA degree from New York University and has been managing her own shipping and trading companies in Hong Kong since 1973.

Ms. Ng did not hold any directorships in other listed public companies in the past 3 years.

Mr. Nelson Hon Sang Chiu (aged 62)

Mr. Nelson Hon Sang Chiu has been appointed Independent Non-executive Director since September 2004.

Mr. Chiu 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. Mr. Chiu has no financial or family relationship with any other Directors, Senior Management or substantial shareholders of the Company.

Mr. Chiu is a Member of the Audit Committee.

Mr. Chiu is the Chairman and Managing Director of SunTech Environmental Group Limited, a company listed in the Australian Stock Exchange since 1995. He is the founder of the group. He has more than 30 years of experience in business and financial management in Australia and Hong Kong, of which over 10 years have been in China and Hong Kong businesses. He holds a Degree of Master of Business Administration from the University of Sydney, Australia and is a fellow of the Australian Institute of Management and Institute of Chartered Accountants in Australia.

7. Both Ms. Ng and Mr. Chiu did not hold any shares in the Company and Television Broadcasts Limited within the meaning of Part XV of the Securities and Futures Ordinance and remain unchanged as at the Latest Practicable Date.

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 2008 Annual Report.

8. The amount of emoluments paid for the year ended 31st March 2008 to Ms. Ng and Mr. Chiu, the Directors who stand for re-election at the Annual General Meeting are 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 2008 Annual Report.

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