



Shaw Brothers (Hong Kong) Limited

(incorporated in Hong Kong with limited liability)

(Stock Code: 00080)

**SCHEME OF ARRANGEMENT
IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 67 OF 2009**

**IN THE MATTER OF
SHAW BROTHERS (HONG KONG) LIMITED
邵民兄弟(香港)有限公司**

AND

**IN THE MATTER OF SECTION 166 OF
THE COMPANIES ORDINANCE,
CHAPTER 32 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

**SCHEME OF ARRANGEMENT
Under Section 166 of the Companies Ordinance
Chapter 32 of the Laws of Hong Kong Special Administrative Region**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 29 January 2009 (the **Order**) made in the above matters, the Court of the Hong Kong Special Administrative Region (the **High Court**) has directed a meeting (the **Meeting**) to be convened of the holders of the Scheme Shares (as defined in the scheme of arrangement hereinafter mentioned) for the purposes of considering and, if thought fit, approving, with or without modification, a scheme of arrangement proposed to be made between Shaw Brothers (Hong Kong) Limited (the **Company**) and the holders of the Scheme Shares (the **Scheme**), and that the Meeting will be held at the Fanling Room, Lower Level I, Kowloon Shangri-La Hotel, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 27 February 2009 at 10:00 a.m. at which place and time all holders of the Scheme Shares are requested to attend.

A copy of the Scheme and a copy of an explanatory statement (the **Explanatory Statement**) explaining the effect of the Scheme, required to be furnished pursuant to Section 166A of the above mentioned Ordinance, are incorporated in the composite document of which this Notice forms part.

The above-mentioned holders of the Scheme Shares may vote in person at the Meeting or they may appoint not more than two persons, whether a member of the Company or not, as their proxy or proxies to attend and, on a poll, vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the composite document of which this Notice forms part.

In the case of joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the share.

It is requested that forms appointing proxies, together with the letter or power of attorney under which it is signed or a notarially certified copy thereof, in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer in that behalf and to the satisfaction of the directors of the Company, be deposited at the registered office of the Company at Lot 220 Clear Water Bay Road, Kowloon, Hong Kong, not later than 48 hours before the appointed time for the holding of the Meeting or the adjourned meetings. Forms of proxy may also be handed to the Chairman of the Meeting at the Meeting if not so lodged. 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, Hong Kong, not later than 24 hours before, or by the company secretary of the Company or the chairman of the Meeting on the day and at the place, but before the commencement, of the Meeting or the adjourned meetings.

By the Order, the High Court has appointed Mr. Nelson Hon Sang Chiu, or, failing him, Dr. Chow Yei Ching, or, failing him, Ms. Ng Julie Yuk Shun to act as chairman of the Meeting and has directed the chairman of the Meeting to report the outcome thereof to the High Court.

The Scheme will be subject to the subsequent approval of the High Court as set out in the Explanatory Statement contained in the document of which this Notice forms part.

Dated the 3rd day of February 2009.

Herbert Smith

23rd Floor
Gloucester Tower
15 Queen's Road Central
Hong Kong

Solicitors for Shaw Brothers (Hong Kong) Limited

The directors of the Company as at the date of this notice are as follows:

Sir Run Run Shaw (GBM), Ms. Mona Fong and Mr. Jeremiah Rajakulendran as executive Directors, Dr. Chow Yei Ching, Ms. Ng Julie Yuk Shun and Mr. Nelson Hon Sang Chiu as independent non-executive Directors.