



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

Form of Proxy for the Meeting of the holders of the Scheme Shares (as defined in the Scheme of Arrangement) convened by direction of the High Court of the Hong Kong Special Administrative Region to be held on Friday, 27 February 2009 at 10:00 a.m. (or any adjournment thereof)

I/We,¹ _____
of _____
being the registered holder(s) of² _____

ordinary shares of HK\$0.25 each in the capital of Shaw Brothers (Hong Kong) Limited (the “Company”), **HEREBY APPOINT** the Chairman of the aforesaid Meeting, or ³ _____

of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the aforesaid holders of the Scheme Shares (or at any adjournment thereof) to be held in 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. for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme of Arrangement**”) referred to in the Notice convening the Meeting; and, at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification, as my/our proxy may approve) or against the Scheme of Arrangement as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR ⁴	AGAINST ⁴

Dated this _____ day of _____ 2009 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of the ordinary shares of HK\$0.25 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the aforesaid Meeting, or” and insert the name and address of the proxy desired in the space provided. You are entitled to appoint not more than two persons of your own choice as your proxy or proxies to attend and, on a poll, vote in your stead. Your proxy need not be a member of the Company, but your proxy must attend the Meeting to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, TICK IN THE BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST THE SCHEME OF ARRANGEMENT, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her/its discretion.
- This form of proxy must be signed by you or your attorney authorised in writing or, if the appointor is a corporation, must be either under its seal or under the hand of an attorney or a duly authorised officer.
- To be valid, this form 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 must 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.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) 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 share.