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SHAW BROTHERS HOLDINGS LIMITED

邵氏兄弟控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00953)

PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (“**Board**”) of Shaw Brothers Holdings Limited (the “**Company**”) proposed to update the existing memorandum and articles of association in order to conform with certain amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rule**”) which became effective on 1 January 2023 and for housekeeping purpose.

In this connection, the Company proposed to adopt a set of amended and restated memorandum and articles of association in substitution of the existing one. The major amendments are summarized below:

- (1) The English and Chinese names of the Company are updated;
- (2) The definition of “associate” is replaced by that of “close associate”;
- (3) A definition of “substantial shareholder” is added;
- (4) the Company shall hold an annual general meeting in each financial year within 6 months after the end of its financial year;
- (5) A general meeting may be held, as may be determined by the Board from time to time:
(a) by physical attendance by members; (b) wholly by means of telephone, electronic or other communication facilities; or (c) by physical attendance and at the same time by means of telephone, electronic or other communication facilities;

- (6) All members shall have the right to speak and vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (7) Any director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the first annual general meeting after his appointment and be subject to re-election at such meeting;
- (8) A resolution put to vote at a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
- (9) A Director shall not vote (nor be counted in the quorum) on any resolution of the board approving any contract or arrangement or other proposal in which he or any of his close associates is materially interested except for certain specified matters. The exemption for voting by a director on a board resolution in which he/she has an interest of less than 5% is removed;
- (10) A resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material;
- (11) The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board;
- (12) At a general meeting, the members of the Company may by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the conclusion of the next annual general meeting;
- (13) The members of the Company may at any general meeting by ordinary resolution remove the auditor at any time before the expiration of his term of office; and
- (14) The remuneration of the Auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the members may determine.

The proposed adoption of the amended and restated memorandum and articles of association is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting. A circular containing, among other things, details relating to the proposed adoption of the amended and restated memorandum and articles of association will be despatched to the shareholders of the Company as soon as possible.

By Order of the Board
Shaw Brothers Holdings Limited
Li Ruigang
Chairman

Hong Kong, 27 April 2023

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

Chairman and Non-executive Director

Mr. Li Ruigang

Executive Director

Miss Lok Yee Ling Virginia

Non-executive Director

Mr. Hui To Thomas

Independent Non-executive Directors

Mr. Pang Hong

Mr. Poon Kwok Hing Albert

Miss Szeto Wai Ling Virginia