THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shaw Brothers Holdings Limited (the "**Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on 11 June 2026 (Thursday) at 2:00 p.m. at Diamond Room 8AB, 2/F, The Royal Garden Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire. For the avoidance of doubt, holders of treasury shares of the Company (if any) shall abstain from voting at the Company's general meeting in connection to such treasury shares.

30 April 2026

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be held on 11 June 2026 (Thursday) at 2:00 p.m. at Diamond Room 8AB, 2/F, The Royal Garden Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong, or any adjournment thereof;
"AGM Notice"	the notice dated 30 April 2026 convening the AGM as set out on pages 13 to 17 of this circular;
"Articles"	the existing articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Act (as revised) of the Cayman Islands or any applicable laws;
"Audit Committee"	the audit Committee of the Company;
"Board"	the board of Directors of the Company (and when such defined term is used in the context of Appendix I to this circular, shall also include any duly authorised committee of the board of Directors);
"Business Day(s)"	day(s) (other than a Saturday or Sunday) on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities;
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
"CG Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules;
"Close associate(s)"	has the same meaning as defined in the Listing Rules;
"Companies Ordinance"	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong;
"Company"	Shaw Brothers Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 00953);
"Core connected person(s)"	has the same meaning as defined in the Listing Rules;
"Director(s)"	the directors of the Company;
"Group"	the Company and/or its subsidiaries from time to time;

"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares (including any sale and transfer of treasury shares out of treasury) as set out in resolution no.4 in the AGM Notice;
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Nomination Committee"	the nomination committee of the Company;
"Ordinary Resolution(s)"	the proposed ordinary resolution(s) as referred to in the AGM Notice;
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
"Remuneration Committee"	the remuneration committee of the Company;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in resolution no.5 in the AGM Notice;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Codes on Takeovers and Mergers; and
"treasury shares"	has the same meaning as defined under the Listing Rules.

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)

Chairman and non-executive Director:
Mr. Li Ruigang

Executive Directors:
Miss Lok Yee Ling Virginia
Mr. Gu Jiong

Non-executive Director:
Mr. Hui To Thomas, *JP*

Independent non-executive Directors:
Mr. Pang Hong
Mr. Poon Kwok Hing Albert
Miss Szeto Wai Ling Virginia
Mr. Ge Jun

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Suite 1706, 17/F, Berkshire House
25 Westlands Road, Taikoo Place
Quarry Bay
Hong Kong

30 April 2026

Dear Shareholders,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) set out an explanatory statement regarding the proposed Repurchase Mandate; (iii) furnish you details of the Directors proposed for re-election at the AGM; and (iv) give you notice of the AGM.

2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 19 June 2025. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

(i) to allot, issue and otherwise deal with new Shares (including any sale and transfer of treasury shares out of treasury) with an aggregate number of Shares not exceeding 20% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing the proposed resolution at the AGM; and

(ii) to repurchase Shares with an aggregate number of Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM) to the Issue Mandate.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,419,610,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 283,922,000 Shares, representing 20% of the number of the issued Shares as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84 of the Articles, at each 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 one-third, shall retire from office by rotation provided that every Director, shall be subject to retirement by rotation at least once every three years.

In accordance with Article 84, Mr. Pang Hong, Mr. Poon Kwok Hing Albert and Miss Szeto Wai Ling Virginia will retire from office as Directors by rotation at the AGM. Mr. Pang Hong and Mr. Poon Kwok Hing Albert (collectively, the "**retiring Directors**"), being eligible, offer themselves for re-election at the AGM. Subject to the compliance with the applicable legal requirements, Miss Szeto Wai Ling Virginia will also retire at the AGM but will not offer herself for re-election.

The Company has four independent non-executive directors, Mr. Pang Hong, Mr. Poon Kwok Hing Albert, Miss Szeto Wai Ling Virginia and Mr. Ge Jun. The details of the independent non-executive Directors are set out as follows:

Independent Non-Executive Directors	Appointed with effect from	Length of tenure as at the Latest Practicable Date
Mr. Pang Hong	23 June 2015	10 years
Mr. Poon Kwok Hing Albert	23 June 2015	10 years
Miss Szeto Wai Ling Virginia	29 January 2016	10 years
Mr. Ge Jun	19 June 2025	Less than 1 year

Each of Mr. Pang Hong, Mr. Poon Kwok Hing Albert, Miss Szeto Wai Ling Virginia and Mr. Ge Jun had confirmed their independence in respect of Rule 3.13 of the Listing Rules. During their tenure as independent non-executive Directors, none of them is involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with their exercise of independent judgement. Based on the independence criteria as set out in Rule 3.13 of the Listing Rules, the Nomination Committee considered each of them to be independent and would continue to bring in valuable perspectives, objective insights and independent judgment to the Board as well as the Board committees he/she currently serves on. The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, experience and skillsets each of Mr. Pang Hong, Mr. Poon Kwok Hing Albert, Miss Szeto Wai Ling Virginia and Mr. Ge Jun, the business of the Group and their general business acumen would continue to generate contribution to the Company and the Shareholders as a whole.

According to code provision B.2.3 of the CG Code, if an independent non-executive director serves more than nine years, such director's further appointment should be subject to a separate resolution to be approved by Shareholders. As both Mr. Pang Hong and Mr. Poon Kwok Hing Albert have served as an independent non-executive Directors for more than nine years, each of their re-elections will be subject to a separate resolution to be approved by the shareholders.

Mr. Pang Hong and Mr. Poon Kwok Hing Albert were appointed on 23 June 2015. Since their respective appointments, each of Mr. Pang Hong and Mr. Poon Kwok Hing Albert has been able to fulfill all the requirements regarding independence of independent non-executive directors and have provided annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. As at the Latest Practicable Date, the Directors, to their best knowledge, are not aware of any matters or events that may occur and affect the independence of Mr. Pang Hong and Mr. Poon Kwok Hing Albert. The Board is of the opinion that Mr. Pang Hong and Mr. Poon Kwok Hing Albert have performed their duty as independent non-executive Directors to the satisfaction of the Board and remain independent notwithstanding the length of his service and believes that his valuable professional knowledge and general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

Details of Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

4. AGM

A notice convening the AGM to be held on 11 June 2026 (Thursday) at 2:00 p.m. at Diamond Room 8AB, 2/F, The Royal Garden Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong is set out on pages 13 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, a poll will be required on each of the resolutions as set out in the AGM Notice. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

We enclose a form of proxy for the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

For the avoidance of doubt, holders of treasury shares of the Company (if any) shall abstain from voting at the Company's general meeting in connection to such treasury shares.

5. RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of any of the resolutions to be proposed at the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
For and on behalf of the Board of
Shaw Brothers Holdings Limited
Li Ruigang
Chairman

This appendix includes an explanatory statement required by the Listing Rules to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

1. LISTING RULES RELATING TO REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital. It is envisaged that the source of funds for making proposed repurchases of Shares under the Repurchase Mandate would be financed out of the Company's internal resources.

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

4. SHARE CAPITAL AND MAXIMUM NUMBER OF SHARES TO BE REPURCHASED UNDER REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,419,610,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandate to repurchase Shares under the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 141,961,000 Shares, representing 10% of the number of the issued Shares as at the date of the AGM.

5. COMPLIANCE BY DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and in accordance with the memorandum and articles of association of the Company. The Directors confirm that neither this Explanatory Statement nor the proposed share repurchase has unusual features.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Shine Investment Limited held 425,000,000 Shares, representing approximately 29.94% of the existing number of issued Shares. Shine Investment Limited was 85% owned by Shine Holdings Cayman Limited which was 100% owned by CMC Shine Acquisition Limited. CMC Shine Acquisition Limited was wholly-owned by CMC Shine Holdings Limited which was wholly-owned by CMC Inc. CMC Inc. was a non wholly-owned subsidiary of Gold Pioneer Worldwide Limited. Brilliant Spark Holdings Limited held the interest in CMC Inc. directly and also held through its wholly-owned subsidiary, Gold Pioneer Worldwide Limited. Shine Investment Limited, Shine Holdings Cayman Limited and Television Broadcasts Limited were parties of the agreement to hold the interest in such 425,000,000 Shares. Such agreement was the one to which section 317 of the SFO applied.

In the event the Repurchase Mandate was exercised in full, the interests of Shine Investment Limited in the Company would be increased to approximately 33.26%. Such increase of shareholding of Shine Investment Limited will be treated as an acquisition for the purpose of the Takeovers Code and become obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	**Highest** *HK$*	**Lowest** *HK$*
2025		
April	0.123	0.104
May	0.125	0.110
June	0.124	0.115
July	0.189	0.120
August	0.360	0.177
September	0.340	0.265
October	0.380	0.260
November	0.365	0.280
December	0.315	0.260
2026		
January	0.400	0.275
February	0.340	0.280
March	0.285	0.233
From 1 April to the Latest Practicable Date	0.260	0.219

10. GENERAL

The Company may cancel such repurchased shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in its own name as treasury shares.

Details of the Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Pang Hong

Mr. Pang Hong, aged 72, was appointed as an Independent Non-executive Director of the Company on 23 June 2015. He is also the chairman of the Nomination Committee, a member of the Audit Committee, and a member of the Remuneration Committee of the Company. He had worked for various enterprises and government departments in China for over 20 years. He has substantial knowledge of the investment environment in China and has extensive experience in the management of Chinese companies.

Mr. Pang was a former independent non-executive director of OCI International Holdings Limited and Sino Haijing Holdings Limited (now known as Ming Lam Holdings Limited), both companies are listed on the main board of the Stock Exchange. Mr. Pang is an independent non-executive director of SMI Holdings Group Limited ("SMI", a company incorporated in Bermuda with limited liability and the shares of which were listed on the main board of the Stock Exchange). SMI was ordered to be wound up by the High Court of Hong Kong on 7 May 2020 and the joint and several liquidators of SMI were appointed subsequently. Details of the relevant proceeding and the amount involved had been disclosed in the Company's announcement dated 21 July 2020. The trading of shares in SMI had been suspended since 3 September 2018 and the listing of its shares on the main board of the Stock Exchange had been cancelled with effect from 14 December 2020.

Save as disclosed in this paragraph, Mr. Pang did not have any other directorships in the past three years in public companies, the securities of which are listed on any securities market in Hong Kong and overseas.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Pang did not hold any interest in the shares of the Company.

Mr. Pang does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

The company issued a letter of appointment to document the key terms of appointment in writing of Mr. Pang. Upon Mr. Pang's successful re-election at the AGM, he will be subject to retirement and re-election at an annual general meeting of the Company at least once every three years in accordance with the Articles and the Listing Rules.

Mr. Pang received a Director's fee of HKD204,000 for the year ended 31 December 2025. The Director's fee is based on his experience, duties and responsibilities within the Company; and has been reviewed by the Remuneration Committee and approved by the Board with delegated authority by the Shareholders.

The Nomination Committee and the Board have reviewed the background and independence of Mr. Pang and considered that he is appropriate for standing re-election at the AGM.

Save as the information disclosed above, there is no other information in relation to the re-election of Mr. Pang as a Director of the Company which needs to be brought to the attention of the shareholders of the Company, and there is no other information which needs to be disclosed pursuant to any requirements set out in Rule 13.51(2) of the Listing Rules.

Mr. Poon Kwok Hing Albert

Mr. Poon Kwok Hing Albert, aged 64, was appointed as an Independent Non-executive Director of the Company on 23 June 2015. He is also the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee of the Company.

Mr. Poon was appointed as independent non-executive director of eSun Holdings Limited, which is listed on the main board of the Stock Exchange on 1 August 2023. He was former the independent non-executive director of Media Asia Group Holdings Limited, which was listed on and recently delisted from the GEM of the Stock Exchange, following its withdrawal of listing in March 2023. He was a former independent non-executive director of Greater Bay Area Dynamic Growth Holding Limited (formerly known as the Rosedale Hotel Holdings Limited), which was listed on the main board of the Stock Exchange and was delisted on 16 February 2026.

Mr. Poon graduated from the University of Bath, United Kingdom with a Master of Science degree in Business Administration. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of the CPA Australia.

Save as disclosed in this paragraph, Mr. Poon did not have any other directorships in the past three years in public companies, the securities of which are listed on any securities market in Hong Kong and overseas.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Poon did not hold any interest in the shares of the Company.

Mr. Poon does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

The company issued a letter of appointment to document the key terms of appointment in writing of Mr. Poon. Upon Mr. Poon's successful re-election at the AGM, he will be subject to retirement and re-election at an annual general meeting of the Company at least once every three years in accordance with the Company's Articles of Association and the Listing Rules.

Mr. Poon received a Director's fee of HKD204,000 for the year ended 31 December 2025. The Director's fee has been reviewed by the Remuneration Committee and approved by the Board with delegated authority by the Shareholders.

The Nomination Committee and the Board have reviewed the background and independence of Mr. Poon and considered that he is appropriate for standing re-election at the AGM.

Save as the information disclosed above, there is no other information in relation to the re-election of Mr. Poon as a Director of the Company which needs to be brought to the attention of the shareholders of the Company, and there is no other information which needs to be disclosed pursuant to any requirements set out in Rule 13.51(2) of the Listing Rules.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of Shaw Brothers Holdings Limited (the "**Company**") will be held on 11 June 2026 (Thursday) at 2:00 p.m. at Diamond Room 8AB, 2/F, The Royal Garden Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Hong Kong for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated accounts, directors' report and independent auditor's report of the Company and its subsidiaries for the year ended 31 December 2025.

2. To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

3. (a) To re-elect Mr. Pang Hong as an independent non-executive director of the Company;

   (b) To re-elect Mr. Poon Kwok Hing Albert as an independent non-executive director of the Company; and

   (c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

4. "**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;

(C) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the "**Articles**") from time to time, shall not exceed 20% of the number of the issued shares of the Company (excluding treasury shares, if any) at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"Relevant Period" means the period from the time of the passing of this resolution until whichever is the earliest 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 laws of the Cayman Islands or the Articles to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. "**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period, shall not exceed 10% of the number of the issued shares of the Company (excluding treasury shares, if any) as at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"Relevant Period" means the period from the time of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon the passing of Resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution No. 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the shares of the Company repurchased by the Company under the authority granted to the Directors pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing this Resolution."

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

Hong Kong, 30 April 2026

Notes to the Notice of the Meeting

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either in person or by proxy.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

3. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong not less than 48 hours (i.e. 2:00 p.m. on Tuesday, 9 June 2026) before the time appointed for holding the Meeting or any adjournment thereof.

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 joint holding.

6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 is set out in Appendix I to the circular dated 30 April 2026.

8. The transfer books and Register of Members of the Company will be closed from 4 June 2026 to 11 June 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong for registration no later than 4:30 p.m. on 3 June 2026.

9. Details of proposed for re-election of retiring Directors are set out in Appendix II to the circular dated 30 April 2026.

10. A form of proxy for the Meeting is enclosed.