

**Shaw Brothers Holdings Limited**  
("Company")

**Terms of Reference**  
**of**  
**Executive Committee**

**Constitution**

1. A committee, as resolved by the Board, shall be known as the Executive Committee ("Committee") with its terms of reference.
2. The Committee was established on 6 December 2018. The Committee has been delegated by the Board the powers in the oversight of the management of the business and affairs of the Company.

**Membership**

3. The chairman and members of the Committee shall be appointed by the Board from amongst the Directors of the Company.
4. The Committee shall consist of not less than two members. At least, one Executive Director of the Company is a member of the Committee.
5. The Company Secretary shall act as the secretary to the Committee.

**Frequency of Meetings**

6. The Committee shall normally meet four times a year. Additional meetings may be held as the work of the Committee demands.
7. A quorum for any meeting shall be two member of which at least one shall be an Executive Director of the Company.
8. Notice of meeting of the Committee may be given in writing or by telephone or in such manner as the Committee may from time to time to time determine.
9. Proceedings of meetings of the Committee shall be governed by the provisions of the Company's articles of association ("Articles").

**Authority**

10. The Committee is authorised by the Board to perform its duties and functions within its terms of reference and to do any acts conferred on the Committee by the Board.

11. The Committee is authorised by the Board to seek independent professional advice at the Company's expense, in performance of its duties and functions, where necessary.

### **Duties and Functions**

12. The Committee is to advise and assist the Board in formulating policies and to monitor the performance of management in carrying out and implementing the policies laid down by the Board for the Company and its subsidiaries ("Group").
13. Without prejudice to the generality of the foregoing, the Committee shall undertake the following duties:
  - a) to monitor and review the implementation of the Group's strategic and investment plans;
  - b) to monitor and review the organisation, business and personnel policies of the Group;
  - c) to liaise and consult with other committees of the Board on all matters in relation to the businesses of the Group;
  - d) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - e) to work to the requirements that may from time to time be delegated by the Board or contained in the constitution of the Company.
14. In particular but without limitations, the Executive Committee has been delegated by the Board the following specific tasks:
  - a) to perform investment management function, including establishment of investment policies and guidelines, approval for acquisitions and disposals of investment securities, and performance monitoring;
  - b) to consider and make recommendation to the Board on dividend payments; and
  - c) to consider and approve routine corporate matters, such as opening and closing, and any change in operation of the Company's bank account(s) (including investment accounts), obtaining banking facilities for operational needs, execution of licensing agreement in relation to its movie and drama (including to grant or to obtain intellectual property rights to/from other parties), etc.

### **Reporting Procedures**

15. The secretary to the Committee shall ensure that full minutes are kept of all Committee meetings and that such minutes shall be circulated to all members of the Committee.
  
16. The secretary to the Committee shall circulate the minutes of all Committee meetings to all members of the Board, and shall report to the Board on the works, decisions and recommendations of the Committee in a timely manner.

*(Adopted and effective on 6 December 2018)*

**Shaw Brothers Holdings Limited**  
**Executive Committee**

**Membership**

Miss LOK Yee Ling Virginia	Chairman
Mr. HUI To Thomas	Member

**Secretary**

Miss CHAN Yin Yi Annie