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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)

**DELAY IN DESPATCH OF CIRCULAR
IN RELATION TO
(1) POTENTIAL EXTREME AND CONNECTED TRANSACTION
IN RELATION TO AN
ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
CMC MOON HOLDINGS LIMITED;
(2) ISSUE OF CONSIDERATION SHARES PURSUANT TO
SPECIFIC MANDATE;
AND
(3) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the announcement of Shaw Brothers Holdings Limited (the “**Company**”) dated 21 January 2026 (the “**Announcement**”) in relation to, among other things, the potential extreme and connected transaction in relation to an acquisition of the entire issued share capital of CMC Moon Holdings Limited. Unless the context otherwise requires, capitalised terms used herein have the same meanings as those defined in the Announcement.

The Circular is required to be despatched to the Shareholders: (i) within 15 business days from the date of the Announcement according to Rule 14.60(7) of the Listing Rules; or (ii) no later than 21 days after the date of this announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier, unless a waiver from the Stock Exchange and/or the consent from the Executive to extend the date for the despatch of the Circular are granted. As stated in the Announcement, it was the original expectation of the Company that the Circular will be despatched to the Shareholders on or before 31 March 2026.

As more time is required for the Company and CITIC Securities to conduct due diligence work on the Target Business, and for the Parties to fulfil the filing and approval requirements under the applicable PRC laws and regulations in connection with the Acquisition and the associated Restructuring, it is expected that the Circular will be despatched on or before 30 June 2026.

Pursuant to Rule 14.69(4)(a)(i) of the Listing Rules, the Circular is required to include an accountants' report on the Target Business, and the accounts on which the report is based must relate to a financial period ended six months or less before the Circular is issued. Given that the Circular is expected to be despatched on or before 30 June 2026, the Circular will contain the audited financial information of the Group and the Target Business for the year ended 31 December 2025.

Accordingly, additional time is required for, among other things: (i) the relevant parties to prepare and finalize the up-to-date business and financial information to be contained in the Circular; (ii) CITIC Securities to conduct additional due diligence work on the Target Business to cover the full year ended 31 December 2025; (iii) the independent valuer to prepare the Valuation Report to be included in the Circular to reflect a more recent valuation of the Target Business as of 31 December 2025 (or a more recent date); (iv) the Independent Financial Adviser to form its view to be included in the letter of advice from the Independent Financial Adviser based on the aforesaid updated information and perform its relevant work under Rule 10.11 of the Takeovers Code; and (v) the fulfilment of the relevant filing and approval requirements under the applicable PRC laws and regulations.

An application for consent has been made to the Executive, and the Executive has indicated that it is minded to grant consent to extend the deadline for the despatch of the Circular to a date falling on or before 30 June 2026.

Further announcement(s) will be made by the Company in relation to the despatch of the Circular as and when appropriate.

WARNING

Shareholders and potential investors should note that the Acquisition is subject to the satisfaction or (where applicable) waiver of a number of Conditions (including the approval of the Acquisition and the Whitewash Waiver by the Independent Shareholders, and the determination from the Listing Committee or the Stock Exchange on whether or not the Acquisition constitutes an extreme transaction under Rule 14.06C of the Listing Rules), which may or may not be fulfilled. As such, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Shareholders and potential investors should refer to the Circular (when that becomes available) for further details of the SPA and the transactions contemplated thereunder (including the Acquisition), the Specific Mandate, the Whitewash Waiver and the other relevant information contained in the Circular.

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

Hong Kong, 11 February 2026

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

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.