
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your Shares in Television Broadcasts Limited (“Company”), you should at once pass this circular, the notice of the annual general meeting (“AGM”) and the accompanying proxy form, declaration from and explanatory notes thereto to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

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Television Broadcasts Limited

電視廣播有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 00511

- (1) GENERAL MANDATE TO ISSUE SHARES;
(2) GENERAL MANDATE TO REPURCHASE SHARES;
(3) RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**
-

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the AGM to be held at 4:00 p.m. on Wednesday, 23 May 2018 at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong is set out on pages 19 to 30 of this circular. A proxy form for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form and return it in accordance with the instructions printed thereon to the Company’s Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than forty-eight (48) hours (excluding public holiday) before the time appointed for the holding of the AGM (or at any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or at any adjournment thereof) should you so wish and in such event, the proxy form shall be deemed to be revoked.

19 April 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened at 4:00 p.m. on Wednesday, 23 May 2018 at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong for the purposes of, among other things, considering and, if thought fit, approving the resolutions contained in the notice of the AGM which is set out on pages 19 to 30 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, modified or supplemented from time to time
“Audit Committee”	the Audit Committee of the Board
“Board”	the board of Directors
“Broadcasting Ordinance”	the Broadcasting Ordinance (Chapter 562 of the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Company”	Television Broadcasts Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 00511)
“Director(s)”	the director(s) of the Company
“Executive Committee”	the Executive Committee of the Board
“Existing Issue Mandate”	has the meaning ascribed to this term under the section headed “2. General Mandate to Issue Shares” in the Letter from the Board of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the Nomination Committee of the Board
“Remuneration Committee”	the Remuneration Committee of the Board
“Risk Committee”	the Risk Committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amend, modified or supplemented from time to time
“Share Issue Mandate”	has the meaning ascribed to this term under the section headed “2. General Mandate to Issue Shares” in the Letter from the Board of this circular
“Share Repurchase Mandate”	has the meaning ascribed to this term under the section headed “3. General Mandate to Repurchase Shares” in the Letter from the Board of this circular
“Share(s)”	ordinary share(s) of the issued share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



Television Broadcasts Limited

電視廣播有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 00511

Board of Directors:

Chairman and Non-executive Director

Dr. Charles CHAN Kwok Keung

Vice Chairman and Non-executive Director

LI Ruigang

Executive Directors

Mark LEE Po On Group Chief Executive Officer

CHEONG Shin Keong General Manager

Thomas HUI To

Non-executive Directors

Anthony LEE Hsien Pin

CHEN Wen Chi

Independent Non-executive Directors

Dr. Raymond OR Ching Fai SBS, JP

Dr. William LO Wing Yan JP

Professor Caroline WANG Chia-Ling

Dr. Allan ZEMAN GBM, GBS, JP

Registered office:

TVB City

77 Chun Choi Street

Tseung Kwan O Industrial Estate

Kowloon

Hong Kong

19 April 2018

To Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATE TO ISSUE SHARES;
(2) GENERAL MANDATE TO REPURCHASE SHARES;
(3) RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. Introduction

The purpose of this circular is to provide you with information in respect of (i) the proposed grant of the Share Issue Mandate; (ii) the proposed grant of the Share Repurchase Mandate; (iii) the re-election of Directors; and (vi) the notice of the AGM.

LETTER FROM THE BOARD

2. General Mandate to Issue Shares

By the ordinary resolution passed at the annual general meeting of the Company held on 29 June 2017, a general mandate (the “Existing Issue Mandate”) was given by the Company to the Directors to allot, issue and deal with additional Shares not exceeding 10% of the number of Shares in issue at the date of passing the relevant ordinary resolution. The Existing Issue Mandate to allot, issue and deal with Shares will lapse at the conclusion of the AGM.

In light of the expiry of the Existing Issue Mandate at the conclusion of the AGM and in order to give flexibility to the Directors in the event that it becomes desirable to issue any Shares, an ordinary resolution will be proposed at the AGM to grant the Directors a general mandate to allot, issue and deal with additional Shares (“Share Issue Mandate”) not exceeding 10% of the number of Shares in issue at the date of passing such ordinary resolution and to approve an extension of the Share Issue Mandate by adding to it the aggregate number of any Shares repurchased by the Company under the authority to repurchase Shares granted at the AGM.

The Share Issue Mandate, if granted, will remain in effect until 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 to be held by the Articles of Association or any other applicable laws; or (iii) the date upon which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the number of issued Shares was 438,000,000 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that there is no change in the issued share capital of the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 43,800,000 Shares under the Share Issue Mandate.

3. General Mandate to Repurchase Shares

An ordinary resolution will be proposed at the AGM to grant the Directors a general mandate to exercise the powers of the Company to repurchase Shares (“Share Repurchase Mandate”) not exceeding 10% of the number of Shares in issue at the date of passing such ordinary resolution.

The Share Repurchase Mandate, if granted, will remain in effect until 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 to be held by the Articles of Association or any other applicable laws; or (iii) the date upon which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of issued Shares was 438,000,000 Shares. Subject to the passing of the resolution approving the Share Repurchase Mandate and on the basis that there is no change in the issued share capital of the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 43,800,000 Shares under the Share Repurchase Mandate.

An explanatory statement contains all the information required pursuant to the Listing Rules relating to the Share Repurchase Mandate is set out in Appendix I to this circular.

4. Re-election of Directors

In accordance with Article 117(A) of the Articles of Association, Mr. Cheong Shin Keong, Mr. Thomas Hui To, Mr. Anthony Lee Hsien Pin, Mr. Chen Wen Chi, Dr. William Lo Wing Yan, Professor Caroline Wang Chia-Ling and Dr. Allan Zeman will retire at the AGM after their service on the Board from their last election or re-election in 2015 and, being eligible, offer themselves for re-election at the AGM.

Details of each of the Directors who are subject to retirement for re-election at the AGM as at the Latest Practicable Date are set out in Appendix II to this circular.

5. AGM and Proxy Arrangement

The Company will convene the AGM for purposes of, among other things, seeking approvals from the Shareholders with respect to the grant of the Share Issue Mandate, the grant of the Share Repurchase Mandate and the re-election of Directors.

A notice convening the AGM to be held at 4:00 p.m. on Wednesday, 23 May 2018 at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong is set out on pages 19 to 30 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll.

The proxy form for the AGM to be used by the Shareholders is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form and return it in accordance with the instructions printed thereon to the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours (excluding public holiday) before the time appointed for the holding of the AGM (or at any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or at any adjournment thereof) should you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

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 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.

7. Recommendations

The Board considers that the proposed grant of the Share Issue Mandate, the proposed grant of the Share Repurchase Mandate and the re-election of the Directors are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. Additional Information

Your attention is drawn to the explanatory statement on the Share Repurchase Mandate as set out in Appendix I, and the details of the Directors proposed to be re-elected as set out in Appendix II to this circular.

Yours faithfully,

For and on behalf of the Board
Charles Chan Kwok Keung
Chairman

The explanatory statement set out below contains all the information required under Rule 10.06(1) (b) of the Listing Rules to be given to the shareholders of the Company and also constitutes the memorandum of the terms of the proposed repurchases as required under Section 239 of the Companies Ordinance relating to the Share Repurchase Mandate.

1. Listing Rules requirement for repurchase 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 most important of which are summarised below:

(a) Shareholders' approval

All proposed share repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval in relation to specific transactions.

Such authority may only continue in force during the period from the passing of the resolution until the next annual general meeting of that company or the expiration of the period within which the next annual general meeting of that company is required by the articles of association of that company or any applicable laws to be held or the revocation, variation or renewal of the resolution by an ordinary resolution of the shareholders of that company in general meeting, whichever is the earliest.

(b) Maximum number of shares to be repurchased and subsequent issues

A maximum of 10 per cent of the total number of share of a company in issue at the date of passing of the relevant resolution may be repurchased on the Stock Exchange. A company may not issue or announce a proposed issue of new shares for a period of 30 days immediately following a shares repurchase (other than an issue of shares pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue shares, which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange.

2. Number of Shares subject to the Share Repurchase Mandate

As at 12 April 2018, being the latest practicable date prior to the printing of this explanatory statement, the Company had 438,000,000 Shares in issue. If the ordinary resolution authorising the Directors of the Company to repurchase its own Shares under the Share Repurchase Mandate is passed at the AGM, and assuming that no Shares are issued or repurchased prior to the date of passing the said resolution, up to 43,800,000 Shares (representing 10% of the existing number of Shares in issue) may be repurchased by the Company during the period from the date of the passing of the resolution up to the conclusion of the next annual general meeting of the Company.

3. Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase its own Shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset 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 its shareholders.

4. Funding of repurchases

Repurchases must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of Hong Kong. It is envisaged that the funds required for any repurchase would be derived from the Company's available cash flow or working capital facilities.

5. Financial effect of repurchases

The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the funding requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. However, on the basis of the consolidated financial position of the Company as at 31 December 2017 (being the date to which the latest published audited financial statements of the Company have been made up), there might be a material adverse impact on the funding or gearing position of the Company in the event that the Share Repurchase Mandate is exercised in full.

6. Connected Persons and Directors' Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate set out in the notice of AGM in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any of the Shares to the Company or its subsidiaries if the Share Repurchase Mandate is approved and exercised.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any of the Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved and exercised.

7. Hong Kong Code on Takeovers and Mergers

If, as the result of a repurchase of the Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers ("Takeovers Code"). As a result, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholders' interest, 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, The Shaw Foundation Hong Kong Limited, the estate of the late Mona Fong, Dr. Charles Chan Kwok Keung, Innovative View Holdings Limited, CMC M&E Acquisition Co. Ltd., Profit Global Investment Limited, Young Lion Holdings Limited, Young Lion Acquisition Co. Limited and Shaw Brothers Limited held, directly and indirectly, a total of 130,984,828 Shares, representing approximately 29.9 per cent of the existing number of Shares in issue. If the Directors were to exercise the Share Repurchase Mandate in full, such Shares would represent approximately 33.2 per cent of the number of Shares in issue, and an obligation to make a general offer to shareholders may arise as a result. It is not the present intention of the Directors to exercise the Share Repurchase Mandate in such a manner as to trigger off any general offer obligations.

Directors have no intention to exercise the Share Repurchase Mandate to such an extent which shall result in the level of shareholdings in the Company held in the hands of the public falling below the minimum prescribed percentage of 25% laid down in Rule 8.08 of the Listing Rules.

8. Share repurchases made by the Company

The Company has not repurchased its own Shares (whether on the Stock Exchange or otherwise) in the past six months preceding the date of the Latest Practicable Date.

9. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months prior and up to the Latest Practicable Date were as follows:

	Month	Highest HK\$	Lowest HK\$
2017	April	31.85	29.65
	May	29.90	27.90
	June	29.85	27.20
	July	29.40	27.95
	August	28.50	26.05
	September	26.70	25.40
	October	29.70	26.00
	November	30.35	26.95
	December	28.20	26.50
	2018	January	29.15
February		27.90	24.65
March		26.40	24.75
April (up to the Latest Practicable Date)		26.00	24.65

The following are the particulars (as required by the Listing Rules) of the Directors proposed to be re-elected at the AGM.

Mr. Cheong Shin Keong

Mr. Cheong Shin Keong, aged 61, was appointed as an Executive Director of the Company on 1 January 2015. Mr. Cheong serves as a member of the Executive Committee and the Risk Committee. In addition, he holds directorships in a number of the subsidiaries of the Company. Mr. Cheong joined the Company as Controller, Marketing & Sales in March 1989 and assumed the duties of General Manager in April 2004. He is responsible for marketing and sales function under Hong Kong TV broadcasting, as well as Hong Kong digital media business. Mr. Cheong is an independent non-executive director of Bossini International Holdings Limited, a company listed on the main board of the Stock Exchange. Mr. Cheong has extensive experience in the advertising and marketing industry and contributes actively to the professional development of marketing in Hong Kong through leading marketing industry bodies. He is a Fellow and Executive Committee Member of the Hong Kong Management Association as well as a Fellow and Hong Kong Regional Board President of the Chartered Institute of Marketing. Save as disclosed in this paragraph, Mr. Cheong did not hold 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. Cheong held 1,000,000 options of the Company. Each option entitling him to subscribe for one Share at exercised price of HK\$25.84 during the exercise period from 1 December 2018 to 22 March 2023. He holds the options on the terms and under the conditions set out in the offer letter dated 22 March 2018 and to be bounded by the provisions of the share option scheme adopted by the Company on 29 June 2017.

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

Mr. Cheong has a continuous service agreement (“Contract”) with the Company as the General Manager. The Contract can be terminated by either party giving to the other party six months’ notice in writing of such intended determination. He is subject to retirement and re-election at every third annual general meeting of the Company following his last election in accordance with the Articles of Association.

Mr. Cheong received a Director’s fee of HK\$240,000, an annual salary of HK\$4,850,000 and pension contributions by the Company at the rate of 10 per cent of the annual salary, and a discretionary bonus of HK\$1,606,000 for the year ended 31 December 2017. The Director’s fee and remuneration package to Mr. Cheong were inclusive of all services provided to the Board and its Committees and for all his services (including other titles, directorships and responsibilities) provided to the Company for the relevant year. Such remuneration package has been reviewed/approved by the Remuneration Committee by reference to his duties and responsibilities, as well as the remuneration packages of executives in similar positions with listed companies in Hong Kong. The Director’s fee has been reviewed by the Remuneration Committee, endorsed by the Board and approved by shareholders of the Company.

Mr. Cheong holds directorships in the Company's subsidiaries namely The Chinese Channel (France) S.A.S. (dissolved on 1 August 2017), CC Decoders Ltd., The Chinese Channel Limited (incorporated in the United Kingdom), TVB (UK) Limited, The Chinese Channel Limited (incorporated in Hong Kong and dissolved on 19 April 2017) and The Chinese Channel (Holdings) Limited (collectively "TCC Group Members"), which had been put into liquidations or will undergo liquidations. Details of the liquidations and the proposed liquidations of the TCC Group Members have been published in the Company's announcement dated 18 December 2014.

Save as the information disclosed above, there is no other information in relation to the re-election of Mr. Cheong 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. Thomas Hui To

Mr. Thomas Hui To, aged 45, was appointed as a Non-executive Director of the Company on 23 April 2015 and re-designated as an Executive Director of the Company on 21 March 2018. He serves as a member of the Executive Committee. Mr. Hui is the chief operating officer and an executive director of CMC Holdings Limited. Mr. Hui is a non-executive director of Shaw Brothers Holdings Limited, a company listed on the main board of the Stock Exchange. Mr. Hui was formerly the managing director of Gravity Corporation, a media holding company. Prior to that, Mr. Hui was an independent non-executive director of KingSoft Corporation Limited, a company listed on the main board of the Stock Exchange. Before that, Mr. Hui was the president, chief operation officer and an executive director of GigaMedia Limited, a company listed on the NASDAQ stock market and was also a non-executive director of JC Entertainment Corporation, a Korean online game company listed on the KOSDAQ stock market. Mr. Hui was an executive director in the investment banking division of Goldman Sachs (Asia) L.L.C., Hong Kong, and an investment banker at Merrill Lynch & Co. as well as serving as a management consultant at McKinsey & Company. Mr. Hui holds a Master Degree of Engineering in Electrical Engineering from Cornell University and a Bachelor Degree of Science in Electrical Engineering from the University of Wisconsin, Madison. Save as disclosed in this paragraph, Mr. Hui did not hold 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. Hui held 2,000,000 options of the Company. Each option entitling him to subscribe for one Share at exercised price of HK\$25.84 during the exercise period from 1 December 2018 to 22 March 2023. He holds the options on the terms and under the conditions set out in the offer letter dated 22 March 2018 and to be bounded by the provisions of the share option scheme adopted by the Company on 29 June 2017.

Mr. Hui is a director of Young Lion Holdings Limited ("YLH"), Young Lion Acquisition Co. Limited ("YLA") and Shaw Brothers Limited ("Shaw Brothers"), which are substantial shareholders of the Company. Save as disclosed in this paragraph, he does not have any other relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

The Company issued a letter of appointment to document the key terms of appointment in writing for Mr. Hui. He is subject to retirement and re-election at every third annual general meeting of the Company following his last election in accordance with the Articles of Association.

Mr. Hui was entitled to a Director's fee of HK\$240,000, a fee of HK\$150,000 for serving as a member of the Executive Committee of the Board for the year ended 31 December 2017. The Director's fee has been reviewed by the Remuneration Committee, endorsed by the Board and approved by shareholders of the Company. The Board Committee fee has been reviewed by the Remuneration Committee and approved by the Board.

Save as the information disclosed above, there is no other matter in relation to the re-election of Mr. Hui 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. Anthony Lee Hsien Pin

Mr. Anthony Lee Hsien Pin, aged 60, was appointed as a Non-executive Director of the Company on 3 February 2012. Mr. Lee was an Alternate Director to Mrs. Christina Lee Look Ngan Kwan, his mother, a former Non-executive Director of the Company, between 3 September 2002 and 3 February 2012. Mr. Lee serves as a member of the Audit Committee and the Nomination Committee. Mr. Lee is a director of Hysan Development Company Limited, a company listed on the main board of the Stock Exchange, and a director of Lee Hysan Estate Company, Limited. He is also a director and a substantial shareholder of Australian-listed Beyond International Limited. Mr. Lee received a Bachelor of Arts Degree from Princeton University and a Master of Business Administration Degree from The Chinese University of Hong Kong. Save as disclosed in this paragraph, Mr. Lee did not hold 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. Lee did not hold any interest in the shares of the Company.

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

The Company issued a letter of appointment to document the key terms of appointment in writing for Mr. Lee. He is subject to retirement and re-election at every third annual general meeting of the Company following his last re-election in accordance with the Articles of Association.

Mr. Lee was entitled to a Director's fee of HK\$240,000, a fee of HK\$130,000 for serving as a member of the Audit Committee and a fee of HK\$55,000 for serving as a member of the Nomination Committee for the year ended 31 December 2017. The Director's fee has been reviewed by the Remuneration Committee, endorsed by the Board and approved by shareholders of the Company. The Board Committee fees have been reviewed by the Remuneration Committee and approved by the Board.

Save as the information disclosed above, there is no other matter in relation to the re-election of Mr. Lee 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. Chen Wen Chi

Mr. Chen Wen Chi, aged 62, was appointed as a Non-executive Director of the Company on 3 February 2012. Mr. Chen was appointed as Alternate Director to his wife, Ms. Cher Wang Hsiueh Hong (“Ms. Wang”), a former Non-executive Director of the Company, between 13 May 2011 and 3 February 2012. He serves as a member of the Executive Committee. Mr. Chen is a director of HTC Corp., as well as the chairman of VIA Technologies, Inc., Xander International Corp. and Chander Electronics Corp., all of which are listed on the Taiwan Stock Exchange Corporation. Mr. Chen also holds seats on several industry advisory bodies, and has been a member of the World Economic Forum for over ten years. He holds an MSEE degree from National Taiwan University and an MSCS degree from the California Institute of Technology. Save as disclosed in this paragraph, Mr. Chen did not hold 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. Chen was deemed to be interested 113,888,628 Shares representing approximately 26% of the total number of Shares in issue. Such interests were indirectly held by his wife, Ms. Wang, through Profit Global Investment Limited (“Profit Global”), in which Ms. Wang indirectly holds an interest. Profit Global was a party of the investor group which indirectly held the said shares through Shaw Brothers, an indirect wholly-owned subsidiary of YLH. Save as disclosed in this paragraph, he did not hold any other interest in the shares of the Company as at the Latest Practicable Date.

Mr. Chen is the husband of Ms. Wang and she is an indirect shareholder of YLA, a company which is interested in 100% of the issued share in Shaw Brothers, a substantial shareholder of the Company. Both YLA and Shaw Brothers are the subsidiaries of YLH, which is controlled by Dr. Charles Chan Kwok Keung (the Chairman and a Non-executive Director of the Company), with Mr. Li Ruigang (the Vice Chairman and a Non-executive Director of the Company) and Ms. Wang as the other two members. Mr. Chen is a director of YLH, YLA and Shaw Brothers. Save as disclosed in this paragraph, he does not have any other relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

The Company issued a letter of appointment to document the key terms of appointment in writing for Mr. Chen. He is subject to retirement and re-election at every third annual general meeting of the Company following his last re-election in accordance with the Articles of Association.

Mr. Chen was entitled to a Director's fee of HK\$240,000 and a fee of HK\$150,000 for serving as a member of the Executive Committee for the year ended 31 December 2017. The Director's fee has been reviewed by the Remuneration Committee, endorsed by the Board and approved by shareholders of the Company. The Board Committee fee has been reviewed by the Remuneration Committee and approved by the Board.

Save as the information disclosed above, there is no other matter in relation to the re-election of Mr. Chen 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.

Dr. William Lo Wing Yan

Dr. William Lo Wing Yan JP, aged 57, was appointed as an Independent Non-executive Director of the Company on 11 February 2015. Dr. Lo serves as the chairman of the Audit Committee, a member of the Remuneration Committee, the Nomination Committee and the Risk Committee. Dr. Lo is the vice chairman of Kidsland International Holdings Limited. He also serves as an independent non-executive director of CSI Properties Limited, SITC International Holdings Company Limited, Jingrui Holdings Limited and Ronshine China Holdings Limited, all of which are listed on the main board of the Stock Exchange. Dr. Lo is an independent non-executive director of Nam Tai Property Inc. which is listed on the New York Stock Exchange. Dr. Lo retired as an independent non-executive director of International Housewares Retail Company Limited and BOE Varitronix Limited (formerly known as Varitronix International Limited) on 25 September 2015 and 3 June 2016 respectively, both of which are listed on the main board of the Stock Exchange; and he ceased to be an independent non-executive director E2-Capital Holdings Limited on 19 November 2015, which is listed on the Singapore Stock Exchange. Dr. Lo is an experienced executive in the TMT (technology, media and telecommunications) and the consumer sectors. He started his career in McKinsey & Company Inc. as a management consultant and held senior positions in China Unicom, Hongkong Telecom, Citibank HK, I.T Limited and South China Media Group in the past. Dr. Lo graduated from Cambridge University with a M. Phil. Degree in Pharmacology and a Ph.D. Degree in Molecular Neuroscience. Dr. Lo is the founding governor of the Charles K. Kao Foundation for Alzheimer's Disease and the ISF Academy as well as the present chairman of Junior Achievement HK. Save as disclosed in this paragraph, Dr. Lo did not hold 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, Dr. Lo did not hold any interest in the shares of the Company.

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

The Company issued a letter of appointment to document the key terms of appointment in writing for Dr. Lo. He is subject to retirement and re-election at every third annual general meeting of the Company following his last election in accordance with the Articles of Association.

Dr. Lo was entitled to a Director's fee of HK\$240,000, a fee of HK\$190,000 for serving as the chairman of the Audit Committee, a fee of HK\$55,000 for serving as a member of the Remuneration Committee, a fee of HK\$55,000 for serving as a member of the Nomination Committee and a fee of HK\$55,000 for serving as a member of the Risk Committee for the year ended 31 December 2017. The Director's fee has been reviewed by the Remuneration Committee, endorsed by the Board and approved by shareholders of the Company. The Board Committee fees have been reviewed by the Remuneration Committee and approved by the Board.

Save as the information disclosed above, there is no other matter in relation to the re-election of Dr. Lo 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.

Professor Caroline Wang Chia-Ling

Professor Caroline Wang Chia-Ling, aged 65, was appointed as an Independent Non-executive Director of the Company on 1 April 2015. She serves as a member of the Audit Committee and the Risk Committee. Professor Wang is a director of Shanghai Baolong Automotive Corporation, a company listed on the Shanghai Stock Exchange. Professor Wang is Professor of Business Practice at Business School of The Hong Kong University of Science and Technology. She was appointed as Adjunct Professor at HKUST in 2003 when she was the highest ranked Asian women executive at IBM globally. She had over 25 years of experiences with IBM in the US and across Asia Pacific. Among the various management roles she held while based in the US, Japan, and Greater China, Professor Wang had been Vice President of Marketing as well as Vice President of Business Transformation and Information Technology. Professor Wang was awarded a Master's Degree of Science from Harvard University and a Master's Degree of Arts from University of Wisconsin-Milwaukee. Save as disclosed in this paragraph, Professor Wang did not hold 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, Professor Wang did not hold any interest in the shares of the Company.

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

The Company issued a letter of appointment to document the key terms of appointment in writing for Professor Wang. She is subject to retirement and re-election at every third annual general meeting of the Company following her last election in accordance with the Articles of Association.

Professor Wang was entitled to a Director's fee of HK\$240,000, a fee of HK\$130,000 for serving as a member of the Audit Committee and a fee of HK\$55,000 for serving as a member of the Risk Committee for the year ended 31 December 2017. The Director's fee has been reviewed by the Remuneration Committee of the Board, endorsed by the Board and approved by shareholders of the Company. The Board Committee fees have been reviewed by the Remuneration Committee and approved by the Board.

Save as the information disclosed above, there is no other matter in relation to the re-election of Professor Wang 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.

Dr. Allan Zeman

Dr. Allan Zeman GBM, GBS, JP, aged 69, was appointed as Independent Non-executive Director of the Company on 1 April 2015 and as a member of the Nomination Committee in April 2016. Dr. Zeman is the chairman of Lan Kwai Fong group and the Lan Kwai Fong Association in Hong Kong. Dr. Zeman serves as an independent non-executive director and the non-executive chairman of Wynn Macau, Limited, an independent non-executive director of Sino Land Company Limited, Tsim Sha Tsui Properties Limited, Global Brands Group Holding Limited and Pacific Century Premium Developments Limited, all of which are listed on the main board of the Stock Exchange. Dr. Zeman has been very involved in government services as well as community activities. Dr. Zeman was the chairman of Hong Kong Ocean Park from July 2003 to June 2014, and is now the honorary advisor to the Park. Dr. Zeman was also a member of the board of West Kowloon Cultural District Authority from 2008 to 2016, he is now an honorary advisor of such Authority. He serves as the board of director of the Alibaba Entrepreneurs Fund, a board member of the Airport Authority of Hong Kong, the appointed member of the Economic Development Commission of Hong Kong, a member of the General Committee of the Hong Kong General Chamber of Commerce, a governor of the board of governors of Our Hong Kong Foundation and a representative of Hong Kong China to the APEC Business Advisory Council. Dr. Zeman is also a member of the board of governors of The Canadian Chamber of Commerce in Hong Kong and the vice patron of the Hong Kong Community Chest. Dr. Zeman is a holder of Honorary Doctorate of Laws Degree from The University of Western Ontario, Canada. In 2012, he was awarded Honorary Doctorate Degrees of Business Administration from City University of Hong Kong and The Hong Kong University of Science and Technology. In 2001, Dr. Zeman was appointed a Justice of the Peace in Hong Kong. He was awarded the Gold Bauhinia Star in 2004 and the Grand Bauhinia Medal in 2011. Save as disclosed in this paragraph, Dr. Zeman did not hold 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, Dr. Zeman did not hold any interest in the shares of the Company.

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

The Company issued a letter of appointment to document the key terms of appointment in writing for Dr. Zeman. He is subject to retirement and re-election at every third annual general meeting of the Company following his last election in accordance with the Articles of Association.

Dr. Zeman was entitled to a Director's fee of HK\$240,000 and a fee of HK\$55,000 for serving as a member of the Nomination Committee for the year ended 31 December 2017. The Director's fee has been reviewed by the Remuneration Committee, endorsed by the Board and approved by shareholders of the Company. The Board Committee fee has been reviewed by the Remuneration Committee and approved by the Board.

Save as the information disclosed above, there is no other matter in relation to the re-election of Dr. Zeman 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.

NOTICE OF ANNUAL GENERAL MEETING

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Television Broadcasts Limited

電視廣播有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 00511

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Television Broadcasts Limited (“Company”) will be held at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on Wednesday, 23 May 2018 at 4:00 p.m. for the following purposes:

ORDINARY BUSINESS

- (1) To receive and adopt the Audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2017;
- (2) To declare a final dividend and a special dividend for the year ended 31 December 2017;
- (3) To re-elect retiring Directors;
- (4) To approve the Chairman’s fee;
- (5) To approve the Vice Chairman’s fee;
- (6) To approve an increase in Director’s fee; and
- (7) To re-appoint Auditor and authorise Directors to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

- (8) **“THAT:**
- (a) subject to paragraph (c) below and in substitution of all previous authorities, the exercise by Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, to grant rights to subscribe for, or convert into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise Directors of the Company during the Relevant Period to grant rights to subscribe for, or convert into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which might require the exercise of such powers 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 or issued (whether pursuant to an option or otherwise) by Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the shares in the Company in accordance with the Articles of Association of the Company (“Articles of Association”); (iii) any grant of options or rights to acquire shares in the Company or an issue of shares in the Company upon the exercise of options or rights granted under any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company; or (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (A) 10 per cent of the number of shares of the Company in issue at the date of passing of this Resolution; and
 - (B) (if Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the number of shares of the Company in issue at the date of passing of this Resolution),

NOTICE OF ANNUAL GENERAL MEETING

and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution, “Relevant Period” means the period from 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 Articles of Association or any other applicable law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to Directors of the Company by this Resolution; and

“**Rights Issue**” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by Directors of the Company, to holders of shares of the Company on the register (and, where appropriate, to holders of other securities of the Company entitled to be offered them) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities of the Company), subject in all cases to such exclusions or other arrangements as Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong.”

- (9) **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (“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 and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the number of shares of the Company in issue at the date of passing of this Resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this Resolution, “Relevant Period” means the period from 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 Articles of Association or any other applicable law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to Directors of the Company by this Resolution.”

- (10) “**THAT** Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of Resolution (8) above in respect the number of the shares of the Company referred to in paragraph (c)(B) of Resolution (8).”

- (11) “**THAT** the period of 30 days during which the Company’s Register of Members may be closed under Section 632(1) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“Companies Ordinance”) during the calendar year 2018, be and is hereby extended, pursuant to Section 632(3) and Section 632(4) of the Companies Ordinance, to 60 days.”

By Order of the Board
Adrian MAK Yau Kee
Company Secretary

Hong Kong, 19 April 2018

NOTICE OF ANNUAL GENERAL MEETING

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

Chairman and Non-executive Director

Dr. Charles CHAN Kwok Keung

Vice Chairman and Non-executive Director

LI Ruigang

Executive Directors

Mark LEE Po On Group Chief Executive Officer

CHEONG Shin Keong General Manager

Thomas HUI To

Non-executive Directors

Anthony LEE Hsien Pin

CHEN Wen Chi

Independent Non-executive Directors

Dr. Raymond OR Ching Fai SBS, JP

Dr. William LO Wing Yan JP

Professor Caroline WANG Chia-Ling

Dr. Allan ZEMAN GBM, GBS, JP

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

Proxy Information

1. A shareholder who is entitled to attend and vote at the AGM convened by this notice of AGM can appoint up to two (2) proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one (1) proxy, the shareholder shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
2. A proxy form for the AGM is enclosed. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power of attorney or authority must be deposited at the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours (excluding public holiday) before the time appointed for holding the AGM (or at any adjournment thereof), and in default thereof the proxy form and such power of attorney or authority shall not be treated as valid.
3. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof should he so wish, and in such event, the proxy form shall be deemed to be revoked.

Dividends

4. For the full year, the board of Directors of the Company ("Board") has recommended a final dividend of HK\$0.30 per share and a special dividend of HK\$0.70 per share for the year. Subject to shareholders' approval at the AGM, the final dividend and the special dividend shall be paid in cash to shareholders whose names are recorded on the Register of Members of the Company on 31 May 2018. Dividend warrants for the final dividend and the special dividend will be despatched to shareholders on 12 June 2018.

Declaration Form

5. The declaration of voting controllers ("Declaration Form") and the explanatory notes thereto, are despatched to shareholders together with the circular of the Company accompanying this notice of AGM dated 19 April 2018.
6. Any shareholder who wishes to vote at the AGM shall return the duly completed and signed Declaration Form to the Company in such manner as described therein no later than 11 May 2018.

NOTICE OF ANNUAL GENERAL MEETING

Closure of Register of Members

First Book Close

7. The Register of Members of the Company will be closed from Wednesday, 2 May 2018 to Wednesday, 23 May 2018, both dates inclusive, (“First Book Close Period”) for the purpose of determining shareholders’ entitlement to attend and vote at the 2018 AGM. During the First Book Close Period, no transfer of shares will be registered.
8. In order to be entitled to attend and vote at the 2018 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 30 April 2018.
9. The book close period from Wednesday, 2 May 2018 to Wednesday, 23 May 2018, is set to allow sufficient time for shareholders of the Company to complete and return the Declaration Form as required under the provisions of the Broadcasting Ordinance (Chapter 562 of the Laws of Hong Kong).

Second Book Close

10. The Register of Members of the Company will be re-opened on Thursday, 24 May 2018 and then will be closed again from Tuesday, 29 May 2018 to Thursday, 31 May 2018, both dates inclusive, (“Second Book Close Period”) for the purpose of determining shareholders’ entitlement to the final dividend and the special dividend. During the Second Book Close Period, no transfer of shares will be registered.
11. In order to be entitled to the final dividend and the special dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 28 May 2018.

Re-election of Directors

12. In relation to agenda item number 3 in this notice of AGM. Mr. Cheong Shin Keong, Mr. Thomas Hui To, Mr. Anthony Lee Hsien Pin, Mr. Chen Wen Chi, Dr. William Lo Wing Yan, Professor Caroline Wang Chia-Ling and Dr. Allan Zeman, in accordance with Article 117(A) of the Articles of Association, will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.
13. Details of each of the Directors who are subject to retirement for re-election at the AGM, as at 12 April 2018, being the latest practicable date prior to the printing of this notice of AGM, are set out in Appendix II to the circular of the Company accompanying this notice of AGM dated 19 April 2018.

NOTICE OF ANNUAL GENERAL MEETING

Chairman's fee

14. In relation to agenda item number 4 in this notice of AGM, it was recommended to consider a Chairman's fee of HK\$300,000 per annum payable to the Chairman of the Board who is a Non-executive Director of the Company, effective 1 January 2018.

Vice Chairman's fee

15. In relation to agenda item number 5 in this notice of AGM, it was recommended to consider a Vice Chairman's fee of HK\$280,000 per annum payable to the Vice Chairman of the Board who is a Non-executive Director of the Company, effective 1 January 2018.

Increase in Director's fee

16. In relation to agenda item number 6 in this notice of AGM, it was recommended to consider an increase in the Director's fee from HK\$240,000 per annum to HK\$260,000 per annum, effective from 1 January 2018 to align with the prevailing market rate.
17. The annual fees paid or will be paid to the Directors for serving on the Board and the additional annual fees paid or will be paid to Non-executive Directors for serving on the Board Committees for the year ended 31 December 2017 and for the year ending 31 December 2018 are set out below.

Individual Director serving	Annual Fees for 2017 HK\$	New Annual Fees for 2018 HK\$
Chairman	286,000	300,000 ¹
Vice Chairman	250,000	280,000 ²
Board of Directors	240,000	260,000 ³
Executive Committee		
Chairman	195,000	195,000
Members	150,000	150,000
Audit Committee		
Chairman	190,000	190,000
Members	130,000	130,000
Remuneration Committee		
Chairman	70,000	70,000
Members	55,000	55,000
Nomination Committee		
Chairman	70,000	70,000
Members	55,000	55,000
Risk Committee		
Chairman	70,000	70,000
Members	55,000	55,000

NOTICE OF ANNUAL GENERAL MEETING

Notes:

On the recommendation of the Remuneration Committee at its meeting held on 29 November 2017:

1. It was proposed a Chairman's fee of HK\$300,000 per annum payable to the Chairman of the Board who is a Non-executive Director of the Company, effective 1 January 2018, subject to shareholders' approval at the AGM.
2. It was proposed a Vice Chairman's fee of HK\$280,000 per annum payable to the Vice Chairman of the Board who is a Non-executive Director of the Company, effective 1 January 2018, subject to shareholders' approval at the AGM.
3. It was proposed an increase of fee payable to Directors from HK\$240,000 per annum to HK\$260,000 per annum effective 1 January 2018, subject to shareholders' approval at the AGM.

Procedures for shareholders to propose a person for election as a director at the AGM

18. The following sets out the procedures for shareholders to propose a person for election as a director at the AGM:
 - (i) A shareholder who wishes to propose a person ("Candidate") to be elected as a director of the Company at AGM should first lodge a written notice of such intention ("Notice") with the Company Secretary at the address below. The Notice shall be duly signed by the shareholder of the Company and contain information including the name, the contact details and the biographical details of the Candidate as required to be disclosed under Rule 13.51(2) of the Listing Rules.
 - (ii) The Notice shall be accompanied by a written notice duly signed by the Candidate indicating his/her willingness to be elected as a director of the Company, and the Candidate's written consent to the publication of his/her personal data.
 - (iii) The Notice may be given to the Company during the period commencing the day after the despatch of the written notice of AGM and ending no later than 7 days prior to the date of such AGM.
19. Proposals from shareholders for nomination should be sent to the Company at the following address, or by email to companysecretary@tvb.com.hk:

Television Broadcasts Limited
TVB City
77 Chun Choi Street
Tseung Kwan O Industrial Estate
Kowloon, Hong Kong
Attention: The Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Re-appointment of Auditor

20. In relation to agenda item number 7 in the notice of AGM regarding the re-appointment of the Auditor, PricewaterhouseCoopers, the Company's external auditor, will retire at the AGM and, being eligible, offer itself for re-appointment at the AGM.

General Mandates to Issue and Repurchase Shares

21. In relation to agenda item number 8 in the notice of AGM, the purpose of this resolution is to give a General Mandate to authorise the Directors to issue additional shares of the Company.
22. In relation to agenda item number 9 in the notice of AGM, the purpose of this resolution is to give a General Mandate to authorise the Directors to repurchase issued shares of the Company.
23. In relation to agenda item number 10 in the notice of AGM, the purpose of this resolution is to extend the authority given under Resolution (8) to shares of the Company repurchased under the authority given in Resolution (9).

Extension of Book Close Period

24. In relation to agenda item number 11 in the notice of AGM, the purpose of this resolution is to extend the book close period for 2018, from 30 days to 60 days, according to practical need.

Voting on a Poll

25. Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings except where the Chairman of a general meeting, in good faith, decides to allow a resolution which purely relates to a procedural and administrative matter (as defined under the Listing Rules) to be voted on by a show of hand.
26. The Chairman of a general meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from shareholders on voting by poll. Poll results are released on the Stock Exchange's website and the Company's website, in accordance with the requirements under the Listing Rules.
27. Separate resolutions are proposed for each substantially separate issue and are voted by poll at the general meetings of the Company.

NOTICE OF ANNUAL GENERAL MEETING

Poll Voting Procedures

28. (i) In accordance with the Listing Rules, all resolutions in the notice of AGM will be voted at the AGM by way of poll.
- (ii) As instructed by the Communications Authority, only those shareholders who have duly completed and returned the Declaration Forms to the Company on or before the prescribed date will be entitled to vote on the poll. The poll voting will be conducted immediately after conclusion of the last business of the AGM.
- (iii) The poll slip in different colour will be distributed to qualified and unqualified voting controllers (or their proxies or representatives), respectively at the time of registration at the registration desk of the AGM.
- (iv) You can tick either “For” or “Against” in the box next to each and every resolution. For corporate representatives who represent multiple voting controllers, you may tick both “For” and “Against” for each and every resolution, but please specify the number of shares for each box that you will tick. For any resolution you have not ticked “For” or “Against”, we shall assume that you “Abstain” from the vote.
- (v) Before you drop the voting slip into the polling box, please make sure that you have:
- written down your name in BLOCK CAPITALS and signed it; and
 - signed in the same way as you did at the registration desk.

Please note that any alteration made to the voting slip must carry a signature against it.

- (vi) Computershare Hong Kong Investor Services Limited, the Company’s share registrars, has been appointed as scrutineer to count and certify the poll results of the AGM. The Company will then announce the poll results of the AGM in accordance with the manner prescribed under the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Shareholders' Communication Policy

29. The Company has established a Shareholders' Communication Policy ("Policy") to set out the provisions with the objective of ensuring that the Company's shareholders and the investment community are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments and governance profile), in order to allow shareholders and members of the investment community to engage actively with the Company.
30. The Board reviews the Policy on a regular basis to ensure its effectiveness and that it meets the best market practice. You can view the full text of the updated Policy on the Company's website at www.corporate.tvb.com.

Shareholders' Communication Channels

31. The Policy provides communication channels to shareholders:

In relation to general shareholders' matters

Enquiries should be addressed to:

Address: Television Broadcasts Limited,
TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate,
Kowloon, Hong Kong.
Attention: Head of Investor Relations

Email: ir@tvb.com.hk

In relation to share certificates and titles to Share Registrars and Transfer Office

Enquiries should be addressed to:

Address: Computershare Hong Kong Investor Services Limited,
17M Floor, Hopewell Centre, 183 Queen's Road East,
Wan Chai, Hong Kong

Telephone: (852) 2862 8555

Fax: (852) 2865 0990/2529 6087

Email: hkinfo@computershare.com.hk