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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

Board of Directors:

Chairman and Non-executive Director

Dr. Charles CHAN Kwok Keung

Executive Directors

Mark LEE Po On Group Chief Executive Officer

CHEONG Shin Keong General Manager

Non-executive Directors

Mona FONG

Jonathan Milton NELSON

Anthony LEE Hsien Pin

CHEN Wen Chi

Thomas HUI To

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, JP

Alternate Directors

Dr. Allan YAP Alternate Director to Dr. Charles CHAN Kwok Keung

Harvey CHANG Hsiao Wei Alternate Director to CHEN Wen Chi

Jessica Huang POULEUR Alternate Director to Jonathan Milton NELSON

Registered office:

TVB City

77 Chun Choi Street

Tseung Kwan O Industrial Estate

Kowloon

Hong Kong

23 April 2015

To Shareholders

Dear Sir or Madam,

SUPPLEMENTAL EXPLANATORY STATEMENT REGARDING ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING

1. INTRODUCTION

This supplemental explanatory statement (“Supplemental Explanatory Statement”) should be read together with the explanatory statement (“Explanatory Statement”) and the notes to the notice of annual general meeting (“Notice of AGM”) published on 16 April 2015 by Television Broadcasts Limited (“Company”), which contains, among other things,

information of election of Directors at the annual general meeting of the Company to be held in TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on Wednesday, 20 May 2015 at 4:00 p.m. (“AGM”). In particular, Shareholder’s attention is drawn to the details of the Directors who are proposed to be elected or re-elected at the AGM under the section headed “**Election and Re-election of Directors**” on pages 6 to 12 of the Explanatory Statement and the Notice of AGM and the arrangement on proxy form under the section headed “**Proxy Information**” on pages 5 of the Explanatory Statement and the Notice of AGM.

The purpose of this Supplemental Explanatory Statement is to provide Shareholders of the Company with further information relating to the election of Directors at the AGM and to provide Shareholders with the Second Proxy Form (as defined under the section headed “**Second Proxy Form**” below). Unless otherwise defined, capitalised terms used in this Supplemental Explanatory Statement shall have the same meanings as those defined in the Explanatory Statement and the Notice of AGM.

2. ELECTION OF DIRECTORS

Subsequent to the despatch of the Explanatory Statement, the Board has appointed Mr. Thomas Hui To (“Mr. Hui”) as a Non-executive Director of the Company on 23 April 2015, details of which are contained in an announcement of the Company dated 23 April 2015.

Pursuant to Article 109 of the Articles, Mr. Hui shall hold office until the next following general meeting of the Company, being the AGM. Mr. Hui consented to act as a Non-executive Director of the Company from 23 April 2015 until the AGM and, being eligible, offers himself for election at the AGM in accordance with the Articles. The biographical details of Mr. Hui are set out below to enable Shareholders to make an informed decision on his election.

Mr. Hui, aged 42, has been appointed as a Non-executive Director of the Company with effect from 23 April 2015. Mr. Hui is the managing director of Gravity Corporation, a company focuses on investing and operating in the media sector in Greater China. Prior to joining Gravity Corporation, Mr. Hui served as an independent non-executive director and the chairman of the audit committee and a member of the remuneration committee of KingSoft Corporation Limited, a leading Chinese internet based software developer, distributor and service provider which is 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. Prior to that, Mr. Hui also served as 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, where he had executed and advised on capital markets and M&A advisory transactions in the Greater China region. He served as an investment banker at Merrill Lynch & Co. and 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 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.

As at the date of this Supplemental Explanatory Statement and within the meaning of Part XV of the SFO, Mr. Hui does not hold any interest in the shares of the Company.

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

Upon his successful election at the AGM, Mr. Hui will be subject to retirement and re-election at every third annual general meeting of the Company in accordance with the Articles.

In line with other Directors of the Company and subject to approval by Shareholders at the AGM, a Director's fee of HK\$220,000 per annum, which was recommended by the Remuneration Committee and determined by the Board, will be paid to Mr. Hui as a Director. The fee is payable on a pro rata basis by reference to the length of his service as a Director of the Company.

Save as the information disclosed above, there is no other matter in relation to the election of Mr. Hui as a Director of the Company which needs to be brought to the attention of the Shareholders, 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.

3. SECOND PROXY FORM

Since the form of proxy ("First Proxy Form") sent together with the Explanatory Statement does not contain the proposed election of Mr. Hui as a Director, a new form of proxy ("Second Proxy Form") is enclosed with this Supplemental Explanatory Statement.

Whether or not you intend to attend the AGM, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it 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 practicable and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof ("Closing Time"). Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix to this Supplemental Explanatory Statement. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

4. RECOMMENDATION

The Directors consider that the proposed election of Mr. Hui as a Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolution in respect thereof to be proposed at the AGM.

5. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information as set out in the Appendix of this Supplemental Explanatory Statement.

Yours faithfully,

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

SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE SECOND PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the Company's Share Registrars is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy/proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should **not** be lodged with the Company's Share Registrars.

A Shareholder who has already lodged the First Proxy Form with the Company's Share Registrars should note that:

- (i) **If no Second Proxy Form is lodged with the Company's Share Registrars, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated 16 April 2015 and the First Proxy Form including, the resolution for the election of an additional candidate set out in this Supplemental Explanatory Statement as a Non-executive Director.
- (ii) **If the Second Proxy Form is lodged with the Company's Share Registrars before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the Second Proxy Form is lodged with the Company's Share Registrars after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time.** If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish.