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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 of the shareholders of Television Broadcasts Limited (“Company”) will 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”) 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 2014;
- (2) To declare a final dividend and a special dividend for the year ended 31 December 2014;
- (3) To elect retiring Directors;
- (4) To re-elect retiring Directors;
- (5) To approve the 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.

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”); (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),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 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 (“SFC”) 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
- (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 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 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 2015, be and is hereby extended, pursuant to Section 632(3) and Section 632(4) of the Companies Ordinance, to 60 days.”

To consider and, if thought fit, to pass with or without modification the following resolution as Special Resolution:

(12) “**THAT**

The new articles of association in the form produced to the meeting and marked “A”, and initialled by the Chairman of the meeting for the purpose of identification, (“New Articles”), be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this Special Resolution; and **THAT** any director, or the company secretary, of the Company be and is hereby authorised to do all such acts and execute all such documents as may be necessary or expedient to give full effect to the adoption of the New Articles.”

By Order of the Board
Adrian MAK Yau Kee
Company Secretary

Hong Kong, 16 April 2015

As at the date of this document, the Board of Directors of the Company comprises:

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

Cher WANG Hsiueh Hong

Jonathan Milton NELSON

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, JP

Alternate Directors

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

Harvey CHANG Hsiao Wei Alternate Director to Cher WANG Hsiueh Hong

Jessica Huang POULEUR Alternate Director to Jonathan Milton NELSON

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 proxies to attend and vote in his stead. A proxy needs not be a member of the Company.
2. A proxy form for the AGM is enclosed. To be valid, a 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 with 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 not less than 48 hours before the time appointed for holding the AGM, and in default thereof the proxy form and such power of attorney or other authority shall not be treated as valid.

Dividends

3. Based on the full-year results, the Directors have recommended a final dividend of HK\$2.00 per share to shareholders. Based on the disposal of 53% in the shareholding in Liann Yee Production Co., Ltd. (TVBS) ("Disposal"), the Directors have further recommended a special dividend of HK\$2.30 per share, which is based on the net proceeds from the Disposal (after deducting all expenses arising from and/or incidental to the Disposal and all applicable taxes payable from the total consideration), to shareholders.

Subject to shareholders' approval at the AGM, the final dividend and the special dividend shall be paid to shareholders whose names are recorded on the Register of Members of the Company on 28 May 2015. Dividend warrants for the final dividend and the special dividend will be despatched to shareholders on or around 8 June 2015.

Closure of Register of Members

First Book Close

4. The Register of Members of the Company will be closed from Wednesday, 29 April 2015 to Wednesday, 20 May 2015, both dates inclusive, ("First Book Close Period") for the purpose of determining shareholders' attendance and voting entitlement at the AGM. During the First Book Close Period, no transfer of shares will be registered. In order to qualify for shareholders' attendance and voting entitlement at the 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, 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 Tuesday, 28 April 2015.
5. The book close period from Wednesday, 29 April 2015 to Wednesday, 20 May 2015 is set to allow sufficient time for shareholders of the Company to complete and return the declaration of voting controllers ("Declaration Form") as required under the provisions of the Broadcasting Ordinance (Chapter 562 of the Laws of Hong Kong). Shareholder, who wishes to vote at the AGM, shall return the duly completed and signed Declaration Form in such manner as described therein.

Second Book Close

6. The Register of Members of the Company will be re-opened on Thursday, 21 May 2015 and then will be closed again from Wednesday, 27 May 2015 to Thursday, 28 May 2015, both dates inclusive, ("Second Book Close Period") for the purpose of determining shareholders' entitlement to the final dividend and special dividend. During the Second Book Close Period, no transfer of shares will be registered. In order to qualify for entitlement to the final dividend and 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 Tuesday, 26 May 2015.

Election and Re-election of Directors

7. In accordance with Article 109 of the Articles, Mr. Cheong Shin Keong and Dr. William Lo Wing Yan, who were appointed by the Board on 1 January 2015 and 11 February 2015, respectively; and Professor Caroline Wang Chia-Ling and Dr. Allan Zeman, both were appointed by the Board on 1 April 2015, will hold offices as Directors of the Company until the AGM and, being eligible, offer themselves for election at the AGM.
8. In accordance with Article 114(A) of the Articles, Ms. Mona Fong, Mr. Anthony Lee Hsien Pin and Mr. Chen Wen Chi will retire at the AGM after their service on the Board from their last election or re-election in 2012 and have forwarded written notifications offering themselves for re-election at the AGM.
9. Details of each of the Directors who are subject to retirement for election or re-election at the AGM, as at 10 April 2015, being the latest practicable date prior to the printing of this Notice of AGM (“Latest Practicable Date”), are set out below to enable shareholders to make an informed decision on their election or re-election.

9.1 Cheong Shin Keong

Mr. Cheong Shin Keong, age 58, was appointed as an Executive Director of the Company and a member of the Executive Committee of the Board (“Executive Committee”) on 1 January 2015. He joined the Company as Controller, Marketing & Sales in March 1989. Mr. Cheong assumed the duties of General Manager in April 2004 and is responsible for marketing and sales function under Hong Kong TV broadcasting, as well as the Hong Kong digital media business. He holds directorships in a number of the subsidiaries of the Company. 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 and a Fellow of the Chartered Institute of Marketing. Save as his directorship in the Company, 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”), Mr. Cheong did not hold any interest in the shares of the Company.

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

Mr. Cheong consented to act as an Executive Director of the Company with effect from 1 January 2015 until the AGM and, being eligible, offers himself for election at the AGM in accordance with the Articles. Upon his successful election as a Director at the AGM, he is subject to retirement and re-election at every third annual general meeting of the Company in accordance with the Articles.

The amount payable as Director’s fee and Board Committees’ fees are subject to review by the Remuneration Committee of the Board (“Remuneration Committee”) and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

Mr. Cheong has a continuous service agreement (“Contract”) with the Company as the General Manager. Pursuant to the Contract, Mr. Cheong will, with effect from 1 January 2015, be entitled to an annual salary of HK\$4,410,000 in addition to pension contributions by the Company at the rate of 10% of the annual salary, for all services, including other titles, directorships and responsibilities, provided to the Company, its subsidiaries and/or associated companies. At the discretion of the Remuneration Committee, he may be paid an annual bonus. The Contract can be terminated by either party giving to the other party six months’ notice in writing of such intended determination. Mr. Cheong’s remuneration package has been approved by the Remuneration Committee having regard to his duties and responsibilities, as well as the remuneration packages of executives in similar positions with listed companies in Hong Kong.

In line with other Directors of the Company and subject to shareholders’ approval at the AGM of the increase in Director’s fee, Mr. Cheong will be entitled to a Director’s fee of HK\$220,000 for the year ending 31 December 2015 (inclusive of all services provided to the Board and its Committees).

Mr. Cheong holds directorships in the Company’s subsidiaries namely The Chinese Channel (France) S.A.S., CC Decoders Ltd., The Chinese Channel Limited (incorporated in the United Kingdom), TVB (UK) Limited, The Chinese Channel Limited (incorporated in Hong Kong) 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 matter in relation to the 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.

9.2 Dr. William Lo Wing Yan

Dr. William Lo Wing Yan JP, age 54, was appointed as an Independent Non-executive Director of the Company on 11 February 2015. He serves as the chairman of the Audit Committee of the Board (“Audit Committee”), a member of the Remuneration Committee and a member of the Nomination Committee of the Board (“Nomination Committee”). Dr. Lo is an experienced executive in the TMT (technology, media and telecommunications) and the consumer sectors. He has held senior positions in the past in China Unicom, Hongkong Telecom, Citibank HK, I.T Limited and South China Media Group. He is currently the vice chairman of Lovable International Holdings Limited which owns one of the largest toys and children products distribution network in China. Dr. Lo graduated from Cambridge University with a M.Phil. degree in Pharmacology and a Ph.D. degree in Molecular Neuroscience in the 80’s. He started his career in McKinsey & Company Inc. as a management consultant. Dr. Lo currently serves as an independent non-executive director of a number of public companies listed on the Main Board of the Stock Exchange, including CSI Properties Limited, SITC International Holdings Company Limited, Varitronix International Limited, International Housewares Retail Company Limited and Jingrui Holdings Limited. He is also an independent non-executive director of a New York Stock Exchange listed company, Nam Tai Property, Inc. and a Singapore Stock Exchange listed company, E2-Capital Holdings Limited. He resigned as a non-executive director of South China Land Limited on 19 March 2014, which is listed on the GEM Board of the Stock Exchange and resigned as an independent non-executive director of LZYE Group Plc (now known as MNC Strategic Investments Plc) on 15 November 2013, which is listed on the Alternative Investment Market of the London Stock Exchange. Dr. Lo is also 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.

Dr. Lo consented to act as an Independent Non-executive Director of the Company with effect from 11 February 2015 until the AGM and, being eligible, offers himself for election at the AGM in accordance with the Articles. Upon his successful election as a Director at the AGM, he is subject to retirement and re-election at every third annual general meeting of the Company in accordance with the Articles.

The amount payable as Director's fee and Board Committees' fees are subject to review by the Remuneration Committee and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

In line with other Directors of the Company and subject to shareholders' approval at the AGM of the increase in Director's fee, Dr. Lo will be entitled to a Director's fee of HK\$220,000 per annum for the year ending 31 December 2015. He will also be entitled to a fee of HK\$170,000 per annum for serving as the chairman of the Audit Committee, a fee of HK\$55,000 per annum for serving as a member of the Remuneration Committee, and a fee of HK\$55,000 per annum for serving as a member of the Nomination Committee for the same year. These fees are payable on a pro rata basis by reference to the length of his service as a Director, the chairman and members of the respective Board committees of the Company.

Save as the information disclosed above, there is no other matter in relation to the 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.

9.3 Professor Caroline Wang Chia-Ling

Professor Caroline Wang Chia-Ling, aged 62, was appointed as an Independent Non-executive Director of the Company on 1 April 2015. Professor Wang is Professor of Business Practice at Business School of Hong Kong University of Science and Technology ("HKUST"). 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 her directorship in the Company, 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.

As 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.

Professor Wang consented to act as an Independent Non-executive Director of the Company with effect from 1 April 2015 until the AGM and, being eligible, offer herself for election at the AGM in accordance with the Articles. Upon her successful election as a Director at the AGM, she is subject to retirement and re-election at every third annual general meeting of the Company in accordance with the Articles.

The amount payable as Director's fee and Board Committees' fees are subject to review by the Remuneration Committee and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

In line with other Directors of the Company and subject to shareholders' approval at the AGM of the increase in Director's fee, Professor Wang will be entitled to a Director's fee of HK\$220,000 per annum for the year ending 31 December 2015. The fee is payable on a pro rata basis by reference to the length of her service as a Director of the Company.

Save as the information disclosed above, there is no other matter in relation to the 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.

9.4 Dr. Allan Zeman

Dr. Allan Zeman GBM, JP, aged 66, was appointed as an Independent Non-executive Director of the Company on 1 April 2015. He is the chairman of Lan Kwai Fong Group, a major property owner and developer in Hong Kong's Lan Kwai Fong, one of Hong Kong's popular tourist attractions and entertainment districts. Dr. Zeman was awarded an Honorary Doctorate of Laws degree from the University of Western Ontario, Canada in June 2004. He was also conferred degrees of Business Administration, honoris causa, by City University of Hong Kong and the HKUST both in November 2012. Dr. Zeman is the vice chairman and an independent non-executive director of Wynn Macau, Limited and he also serves as an independent non-executive director of Global Brands Group Holding Limited, Pacific Century Premium Developments Limited, Sino Land Company Limited, Tsim Sha Tsui Properties Limited, which are listed on the Main Board of the Stock Exchange. He resigned as a non-executive director of Wynn Resorts, Limited, which is listed on the NASDAQ stock exchange in USA, on 13 December 2012. Dr. Zeman was the chairman of Hong Kong Ocean Park from July 2003 to June 2014. He is now the honorary advisor of Ocean Park. He serves as a member of the board of West Kowloon Cultural District Authority and is the chairman of its Performing Art Committee. Dr. Zeman also serves on the board of the Star Ferry Company Limited. He is also a member of the General Committee of the Hong Kong General Chamber of Commerce, the Council of Governors of the Canadian Chamber of Commerce in Hong Kong, a member of the Asian Advisory Board of the Richard Ivey School of Business, The University of Western Ontario and member of the Hong Kong Sanatorium & Hospital Clinical Governance Committee. Save as disclosed in this paragraph, Dr. Zeman 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 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.

Dr. Zeman consented to act as an Independent Non-executive Director of the Company with effect from 1 April 2015 until the AGM and, being eligible, offer himself for election at the AGM in accordance with the Articles. Upon his successful election as a Director at the AGM, he is subject to retirement and re-election at every third annual general meeting of the Company in accordance with the Articles.

The amount payable as Director's fee and Board Committees' fees are subject to review by the Remuneration Committee and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

In line with other Directors of the Company and subject to shareholders' approval at the AGM of the increase in Director's fee, Dr. Zeman will be entitled to a Director's fee of HK\$220,000 per annum for the year ending 31 December 2015. 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 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.

9.5 Mona Fong

Ms. Mona Fong, age 80, also known as Lee Mong Lan and wife of the late Sir Run Run Shaw, has been a Director of the Company since October 1988. She was appointed as Deputy Chairperson on 25 October 2000, as Acting Managing Director and Managing Director on 31 May 2006 and 1 January 2009 respectively. Ms. Fong retired as Deputy Chairperson and Managing Director of the Company on 31 March 2012 and was re-designated as a Non-executive Director of the Company on 1 April 2012. She also serves as a member of the Executive Committee. Ms. Fong is the chairperson and managing director of the Shaw group of companies. She is also the chairperson of The Shaw Foundation Hong Kong Limited, The Shaw Prize Foundation Limited and The Sir Run Run Shaw Charitable Trust and a member of the Board of Trustees of Shaw College of The Chinese University of Hong Kong. Save as her directorship in the Company, Ms. Fong 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, Ms. Fong was interested in 17,096,200 shares of the Company, representing approximately 3.9% of the total number of ordinary shares of the Company in issue. Save as disclosed in this paragraph, she did not hold any other interest in the shares of the Company as at the Latest Practicable Date.

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

Ms. Fong continues to serve the Board since her last re-election at the Company's 2012 annual general meeting held on 16 May 2012 ("2012 AGM"). She is subject to retirement and re-election at every third annual general meeting of the Company following her last re-election in accordance with the Articles.

The amount payable as Director's fee and Board Committees' fees are subject to review by the Remuneration Committee and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

Ms. Fong was entitled to a Director's fee of HK\$200,000 and a fee of HK\$150,000 for serving as a member of the Executive Committee for the year ended 31 December 2014. In line with other Directors of the Company and subject to shareholders' approval at the AGM of the increase in Director's fee, she will be entitled to a Director's fee of HK\$220,000 for the year ending 31 December 2015. She will also be entitled to a fee of HK\$150,000 for serving as a member of the Executive Committee for the same year.

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

9.6 Anthony Lee Hsien Pin

Mr. Anthony Lee Hsien Pin, age 57, 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, between 3 September 2002 and 3 February 2012, the date on which Mrs. Lee retired as a Non-executive Director of the Company. He 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 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. 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.

Mr. Lee continues to serve the Board since his last election at the 2012 AGM. 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.

The amount payable as Director's fee and Board Committees' fees are subject to review by the Remuneration Committee and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

Mr. Lee was entitled to a Director's fee of HK\$200,000, a fee of HK\$69,600 for serving as a member of the Audit Committee and a fee of HK\$50,000 for serving as a member of the Nomination Committee for the year ended 31 December 2014. In line with other Directors of the Company and subject to shareholders' approval at the AGM of the increase in Director's fee, he will be entitled to a Director's fee of HK\$220,000 for the year ending 31 December 2015. He will also be entitled to a fee of HK\$120,000 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 same year.

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.

9.7 Chen Wen Chi

Mr. Chen Wen Chi, age 59, was appointed as a Non-executive Director of the Company on 3 February 2012. Mr. Chen was an Alternate Director to his wife, Ms. Cher Wang Hsiueh Hong, a Non-executive Director of the Company, between 13 May 2011 and 3 February 2012, the date on which he ceased to act. He serves as a member of the Executive Committee and holds directorships in certain subsidiaries of the Company in Taiwan. Mr. Chen is a director of both VIA Technologies, Inc. and HTC Corp., as well as the chairman of Xander International Corporation. Shares of all of the above three companies are listed in Taiwan. Mr. Chen has been the president and the CEO of VIA Technologies, Inc. since 1992. 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 interested 113,888,628 shares of the Company, representing approximately 26% of the total number of ordinary shares of the Company in issue. Such share interest is indirectly held by his spouse, Ms. Cher Wang Hsiueh Hong ("Ms. Wang"), through Profit Global Investment Limited ("Profit Global"), in which Ms. Wang indirectly holds an interest. Profit Global is a party of the investor group which indirectly held the said shares through Shaw Brothers Limited ("Shaw Brothers"), an indirect wholly-owned subsidiary of Young Lion Holdings Limited ("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 was the husband of Ms. Wang, a Non-executive Director of the Company and she is an indirect shareholder of Young Lion Acquisition Co. Limited ("YLA"), a company which is interested in 100% of the issued share capital of 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 of the Board and a Non-executive Director of the Company, with Ms. Wang and Providence Equity Partners L.L.C. (in which Mr. Jonathan Milton Nelson, a Non-executive Director of the Company, is the chief executive officer and the founder) as the other two members. Mr. Chen is a director of YLH 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.

Mr. Chen continues to serve the Board since his last election at the 2012 AGM. 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.

The amount payable as Director's fee and Board Committees' fees are subject to review by the Remuneration Committee and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

Mr. Chen was entitled to a Director's fee of HK\$200,000 and a fee of HK\$150,000 for serving as a member of the Executive Committee for the year ended 31 December 2014. In line with other Directors of the Company and subject to shareholders' approval at the AGM of the increase in Director's fee, he will be entitled to a Director's fee of HK\$220,000 for the year ending 31 December 2015. He will also be entitled to a fee of HK\$150,000 for serving as a member of the Executive Committee for the same year.

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.

Chairman Fee

10. In relation to agenda item No. (5) in the Notice of AGM, it was recommended to consider a Chairman's fee of HK\$286,000 per annum payable to the Chairman of the Board who is a Non-executive Director of the Company, effective 1 January 2015.

Increase in Director's fee

11. In relation to agenda item No. (6) in the Notice of AGM, it was recommended to consider an increase in the Director's fee from HK\$200,000 per annum to HK\$220,000 per annum, effective 1 January 2015 to align with the prevailing market rate.
12. The annual fees paid/payable to the Directors for serving on the Board and the additional annual fees paid/payable to Non-executive Directors for serving on the Board Committees for the year ended 31 December 2014 and for the year ending 31 December 2015 are set out below.

Individual Director serving	Annual fees	New annual fees
	for 2014	for 2015
	HK\$	HK\$
Chairman	–	286,000 ¹
Board of Directors	200,000	220,000 ²
Executive Committee		
Chairman	–	195,000 ³
Members	150,000	150,000
Audit Committee		
Chairman	150,000	170,000 ³
Members	110,000	120,000 ³
Remuneration Committee		
Chairman	60,000	70,000 ³
Members	50,000	55,000 ³
Nomination Committee		
Chairman	60,000	70,000 ³
Members	50,000	55,000 ³

Notes:

On the recommendation of the Remuneration Committee of the Company after its meeting held on 2 December 2014:

¹ It was proposed a Chairman's fee of HK\$286,000 per annum payable to the Chairman of the Board who is a Non-executive Director of the Company, effective 1 January 2015, subject to shareholders' approval at the AGM.

² It was proposed an increase of fee payable to Directors from HK\$200,000 per annum to HK\$220,000 per annum effective 1 January 2015, subject to shareholders' approval at the AGM.

³ The Board approved increases in the fees payable to the following chairmen and members of the Committees of the Board, effective 1 January 2015:

- (i) the chairman of the Executive Committee HK\$195,000 per annum;
- (ii) the chairman of the Audit Committee from HK\$150,000 per annum to HK\$170,000 per annum;
- (iii) members of the Audit Committee from HK\$110,000 per annum to HK\$120,000 per annum;
- (iv) the chairman of the Remuneration Committee from HK\$60,000 per annum to HK\$70,000 per annum;
- (v) members of the Remuneration Committee from HK\$50,000 per annum to HK\$55,000 per annum;
- (vi) the chairman of the Nomination Committee from HK\$60,000 per annum to HK\$70,000 per annum; and
- (vii) members of the Nomination Committee from HK\$50,000 per annum to HK\$55,000 per annum.

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

13. 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.

14. 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

Re-appointment of Auditor

15. In relation to agenda item No. (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, offers itself for re-appointment at the AGM.

General Mandates to Issue and Repurchase Shares

16. In relation to agenda item No. (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.
17. In relation to agenda item No. (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.
18. In relation to agenda item No. (10) in the Notice of AGM, the purpose of this resolution is to extend the authority given under Resolution (8) to shares repurchased under the authority given in Resolution (9).

Extension of Book Close Period

19. In relation to agenda item No. (11) in the Notice of AGM, the purpose of this resolution is to extend the book close period for 2015, from 30 days to 60 days, according to practical need.

Adoption of the New Articles

20. In relation to agenda item No. (12) in the Notice of AGM, it is recommended to adopt a revised articles of association of the Company to bring the existing Articles in line with the Companies Ordinance.

Voting on a Poll

21. 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.
22. 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.
23. Separate resolutions are proposed for each substantially separate issue and are voted by poll at the general meetings of the Company.

Poll Voting Procedures

24. (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.

Shareholders' Communication Policy

25. 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.
26. The Board reviews the Policy on a regular basis to ensure its effectiveness and that it meets the best market practice. Full text of the Policy is available on the Company's website at www.corporate.tvb.com.

Shareholders' Communication Channels

27. 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