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Television Broadcasts Limited

(Incorporated in Hong Kong with limited liability)

Stock Code: 00511

NOTICE OF ANNUAL GENERAL MEETING AND RE-ELECTION OF DIRECTORS

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 Thursday, 15 May 2014 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 2013;
- (2) To declare a final dividend for the year ended 31 December 2013;
- (3) To re-elect retiring Directors;
- (4) To approve an increase in Director’s fee; and
- (5) 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 resolution as Ordinary Resolution:

- (6) “**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 2014, 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, 9 April 2014

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

Executive Directors

Dr. Norman LEUNG Nai Pang GBS, LLD, JP, Executive Chairman

Mark LEE Po On Group General Manager

Non-executive Directors

Mona FONG

Kevin LO Chung Ping

Dr. Charles CHAN Kwok Keung

Cher WANG Hsiueh Hong

Jonathan Milton NELSON

Anthony LEE Hsien Pin

CHEN Wen Chi

Independent Non-executive Directors

Dr. CHOW Yei Ching GBS

Edward CHENG Wai Sun SBS, JP

Chien LEE

Gordon SIU Kwing Chue GBS, JP

Raymond OR Ching Fai SBS, 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

SUN Tao 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.

Dividend

3. The Directors recommended the payment of a final dividend of HK\$2.00 per share for the 438,000,000 ordinary shares in respect of the year ended 31 December 2013. Subject to shareholders' approval at the AGM, the final dividend will be paid to shareholders whose names are recorded on the Register of Members of the Company on 22 May 2014. The dividend warrants will be despatched to shareholders on or around 30 May 2014.

Closure of Register of Members

First Book Close

4. The Register of Members of the Company will be closed from Tuesday, 22 April 2014 to Thursday, 15 May 2014, 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 Thursday, 17 April 2014.
5. The book close period from Tuesday, 22 April 2014 to Thursday, 15 May 2014 is set to allow sufficient time for members 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 Friday, 16 May 2014 and then will be closed again from Wednesday, 21 May 2014 to Thursday, 22 May 2014, both dates inclusive, ("Second Book Close Period") for the purpose of determining shareholders' entitlement to the final dividend. During the Second Book Close Period, no transfer of shares will be registered. In order to qualify for entitlement to the final 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, 20 May 2014.

Re-election of Directors

7. In accordance with Article 114(A) of the Company's article of association ("Articles"), Mr. Kevin Lo Chung Ping, Dr. Charles Chan Kwok Keung, Ms. Cher Wang Hsiueh Hong, Mr. Jonathan Milton Nelson, Dr. Chow Yei Ching, Mr. Chien Lee and Mr. Gordon Siu Kwing Chue will retire at the AGM after their service on the Board from their last election or re-election in 2011.
8. Mr. Kevin Lo Chung Ping and Mr. Chien Lee had served notices to the Company for their intention of not offering themselves for re-election at the AGM. Dr. Charles Chan Kwok Keung, Ms. Cher Wang Hsiueh Hong, Mr. Jonathan Milton Nelson, Dr. Chow Yei Ching and Mr. Gordon Siu Kwing Chue, who will retire at the AGM, have forwarded written notifications offering themselves for re-election at the AGM.

9. The details of each of the Directors who are subject to retirement for re-election at the AGM, as at 3 April 2014, 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 re-election.

9.1 Dr. Charles Chan Kwok Keung (age 59)

Dr. Chan was appointed as a Non-executive Director of the Company on 1 April 2011. He serves as a member of the Executive Committee of the Board. Dr. Chan holds an Honorary degree of Doctor of Laws and Bachelor’s degree in Civil Engineering, and has over 30 years’ international corporate management experience in the construction and property sectors, as well as in strategic investments. He is the chairman and executive director of ITC Corporation Limited (“ITC”), and a non-executive director of PYI Corporation Limited (“PYI”), both of which are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). Save as disclosed in this paragraph, Dr. Chan 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”), Dr. Chan was deemed to be interested in 113,888,628 shares of the Company, representing approximately 26% of the issued share capital of the Company, held through Shaw Brothers Limited (“Shaw Brothers”). Shaw Brothers is an indirect wholly-owned subsidiary of Young Lion Holdings Limited which is controlled by Dr. Chan through Innovative View Holdings Limited. 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.

Dr. Chan is an indirect shareholder of Young Lion Acquisition Co. Limited (“Young Lion”), a company which is interested in 100% of the issued share capital of Shaw Brothers, a substantial shareholder of the Company. Both Young Lion and Shaw Brothers are the subsidiaries of Young Lion Holdings Limited, which is controlled by Dr. Chan, with Ms. Cher Wang Hsiueh Hong, a Non-executive Director of the Company 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 other two members. Dr. Chan is a director of Young Lion Holdings Limited, Young Lion and Shaw Brothers. Save as disclosed in this paragraph, Dr. Chan does not have any other relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Dr. Chan continues to serve the Board since his last election at the Company’s 2011 annual general meeting held on 25 May 2011. 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 of the Company and endorsed/determined by the Board, and if required, approved by shareholders in general meetings of the Company.

Dr. Chan was entitled to a Director’s fee of HK\$180,000 and a fee of HK\$150,000 for serving as a member of the Executive Committee of the Company for the year ended 31 December 2013. Upon his successful re-election as a Director at the AGM, and subject to shareholders’ approval at the AGM of the increase in Director’s fee, he is entitled to a Director’s fee of HK\$200,000 for the year ending 31 December 2014. He is also entitled to a fee of HK\$150,000 for serving as a member of the Executive Committee of the Company for the same year.

On 17 December 1998, the Listing Committee of the Stock Exchange (“Listing Committee”) made a public statement against Dr. Chan in respect of the sale (“Sale”) of shares in Nam Pei Hong (Holdings) Limited (now known as ChinaWind Power Group Limited “CWP”) by International Tak Cheung Holdings Limited (now known as Common Splendor International Health Industry Group Limited (“Common Splendor”)) and PYI to Victory Hunter Holdings Limited, a company then controlled by Mr. Yau Wai Ming (“Mr. Yau”), in July 1997. The Listing Committee was of the view that Dr. Chan, being a then member of the management of CWP, should have informed the Stock Exchange earlier of the meetings between Mr. Yau and representatives of Common Splendor prior to the Sale and the Sale pursuant to the Listing Agreement. In addition, the Listing Committee found that CWP had been in breach of its obligations under the Listing Agreement and the then management of CWP, which included Dr. Chan, had to be blamed for such a breach.

On 15 November 2005, the Securities and Futures Commission (“SFC”) criticised the board of directors of ITC for breaching Rule 21.3 of the Hong Kong Code on Takeovers and Mergers (“Takeovers Code”) in respect of the dealing in securities of Hanny Holdings Limited during an offer period without the consent of the executive director of the Corporate Finance Division of the SFC. Dr. Chan was a member of the board of directors of ITC at the material time.

Save as the information disclosed above, there is no other information in relation to the re-election of Dr. Chan 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 Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

9.2 Cher Wang Hsiueh Hong (age 55)

Ms. Wang was appointed as a Non-executive Director of the Company on 1 April 2011. Ms. Wang has established a number of successful IT-related businesses, and is currently chairman of three Taiwan-listed companies, and on the board of directors of or advisor to numerous other companies. She founded VIA Technologies, Inc., a semiconductor design house, in 1987; she is also co-founder and chairman of HTC Corp., which was established in 1997, and is a multibillion dollar global company that develops the most innovative smart phones on the market. Ms. Wang is also chairman of Chander Electronics Corp. All of the above three companies are listed in Taiwan. Ms. Wang is an Industry Partner in the World Economic Forum and is an APEC Business Advisory Council member. Save as disclosed in this paragraph, Ms. 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, Ms. Wang was deemed to be interested in these 113,888,628 shares of the Company which Profit Global Investment Limited (“Profit Global”) was interested in. Profit Global, in which Ms. Wang indirectly holds an interest, is a party of the investor group which indirectly held the said shares through Shaw Brothers. 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. Wang is the wife of Mr. Chen Wen Chi, a Non-executive Director of the Company and she is an indirect shareholder of Young Lion, a company which is interested in 100% of the issued share capital of Shaw Brothers, a substantial shareholder of the Company. Both Young Lion and Shaw Brothers are the subsidiaries of Young Lion Holdings Limited, which is controlled by Dr. Charles Chan Kwok Keung, 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 other two members. Save as disclosed in this paragraph, she does not have any other relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Ms. Wang continues to serve the Board since her last election at the Company’s 2011 annual general meeting held on 25 May 2011. 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.

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

Ms. Wang was entitled to a Director’s fee of HK\$180,000 for the year ended 31 December 2013. Upon her successful re-election as a Director at the AGM, and subject to shareholders’ approval at the AGM of the increase in Director’s fee, she is entitled to a Director’s fee of HK\$200,000 for the year ending 31 December 2014.

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

9.3 Jonathan Milton Nelson (age 57)

Mr. Nelson was appointed as a Non-executive Director of the Company on 1 April 2011. Mr. Nelson is the chief executive officer and the founder of Providence Equity Partners L.L.C. (together with its affiliated investment funds, "Providence") a private equity firm that manages US\$37 billion of committed capital. Mr. Nelson has been investing in private equity transactions for 31 years, focusing on media, telecom, and entertainment sectors. Mr. Nelson serves on the board of directors of The Chernin Group, Soccer United Marketing, LLC, and Univision Communications, Inc. Mr. Nelson has also served as a director of the following listed companies: AT&T Canada, Brooks Fiber Properties, Inc. (now Verizon Communication Inc.), Eircom Group plc, Voicestream Wireless Corporation (now Deutsche Telekom), Warner Music Group, Wellman Inc. and Western Wireless Corporation (now Alltel Corp.) as well as numerous privately-held companies affiliated with Providence Equity Partners Inc. and Narragansett Capital, Inc. Previously, Mr. Nelson was a managing director of Narragansett Capital, Inc. which he joined in 1983. Mr. Nelson received a Master of Business Administration from the Harvard Business School in 1983, and a Bachelor of Arts from Brown University in 1977. He is a trustee of Brown University and The Rockefeller University. Save as disclosed in this paragraph, Mr. Nelson 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. Nelson was deemed to be interested in these 113,888,628 shares of the Company which P6 YL Holdings Limited ("P6YL") was interested in. P6YL, in which Mr. Nelson indirectly holds an interest, is a party of the investor group which indirectly held the said shares through Shaw Brothers. 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.

Providence is an indirect shareholder of Young Lion, a company which is interested in 100% of the issued share capital of Shaw Brothers, a substantial shareholder of the Company. Both Young Lion and Shaw Brothers are the subsidiaries of Young Lion Holdings Limited, which is controlled by Dr. Charles Chan Kwok Keung, a Non-executive Director of the Company, with Ms. Cher Wang Hsiueh Hong, a Non-executive Director of the Company and Providence (in which Mr. Nelson is the Chief Executive Officer and the founder) as other two members. Save as disclosed in this paragraph, Mr. Nelson does not have any other relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Nelson continues to serve the Board since his last election at the Company's 2011 annual general meeting held on 25 May 2011. 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 of the Company and endorsed/determined by the Board, and if required, approved by shareholders in general meetings.

Mr. Nelson was entitled to a Director's fee of HK\$180,000 for the year ended 31 December 2013. Upon his successful re-election as a Director at the AGM, and subject to shareholders' approval at the AGM of the increase in Director's fee, he is entitled to a Director's fee of HK\$200,000 for the year ending 31 December 2014.

Save as the information disclosed above, there is no other information in relation to the re-election of Mr. Nelson 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. Chow Yei Ching GBS (age 78)

Dr. Chow was appointed as a Non-executive Director of the Company in 2000 and was redesignated as an Independent Non-executive Director of the Company on 10 June 2011. He serves as the chairman of the Nomination Committee of the Board. He is the founder of Chevalier group and is the chairman of Chevalier International Holdings Limited, a public company listed on the Stock Exchange. He was appointed as the Honorary Consul of The Kingdom of Bahrain in Hong Kong in 2001. He resigned as executive director and chairman of Chevalier Pacific Holdings Limited (now known as Dingyi Group Investment Limited) on 27 October 2011 and retired as an independent non-executive director of Towngas China Company Limited on 4 June 2012, both of which are listed on the Stock Exchange. Save as disclosed in this paragraph, Dr. Chow 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. Chow was interested in 100,000 shares, representing approximately 0.02% of issued share capital of the Company. The interests held by Dr. Chow represent long positions. Save as disclosed in this paragraph, Dr. Chow did not hold any other interest in the shares of the Company as at the Latest Practicable Date.

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

Dr. Chow continues to serve the Board since his last re-election at the Company's 2011 annual general meeting held on 25 May 2011. 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.

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

Dr. Chow was entitled to a Director's fee of HK\$180,000 and a fee of HK\$60,000 for serving as the chairman of the Nomination Committee of the Company for the year ended 31 December 2013. Upon his successful re-election as a Director at the AGM, and subject to shareholders' approval at the AGM of the increase in Director's fee, he is entitled to a Director's fee of HK\$200,000 for the year ending 31 December 2014. He is also entitled to a fee of HK\$60,000 for serving as the chairman of the Nomination Committee of the Company for the same year.

On 20 November 2013, the SFC published news ("SFC press release") that the SFC had commenced disciplinary proceedings against Dr. Chow, and two other persons for alleged breach of the Takeovers Code. The SFC alleged Dr. Chow and two other persons actively co-operated to assist the late Ms. Nina Kung ("Ms. Kung"), the largest shareholder of ENM Holdings Limited ("ENM") (stock code: 128) at the relevant time, to consolidate control of ENM and avoid the triggering of a mandatory general offer under the Takeovers Code. It was set out in the SFC press release that, between 2000 and 2002, Dr. Chow acquired a total of 160 million shares of ENM (approximately 9.69% of ENM's then issued share capital) on behalf of Ms. Kung and at her request. Dr. Chow paid for the purchase of the ENM shares and was subsequently reimbursed by Ms. Kung. Dr. Chow has denied any misconduct, while the matter was first brought to the attention of the SFC on Dr. Chow's own initiative.

Save as the information disclosed above, there is no other information in relation to the re-election of Dr. Chow 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 Gordon Siu Kwing Chue GBS, JP (age 68)

Mr. Siu was appointed as an Independent Non-executive Director of the Company in July 2007. He serves as the chairman of the Audit Committee and a member of the Remuneration Committee of the Board. He is an independent non-executive director of Transport International Holdings Limited and China Resources Enterprise, Limited, both of which are listed on the Stock Exchange. Mr. Siu joined the Civil Service in 1966, rose to the rank of Secretary, Government Secretariat in 1993, and retired from the Service in 2002 with a service of over 36 years. Save as disclosed in this paragraph, Mr. Siu 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. Siu did not hold any interest in the shares of the Company. Further, Mr. Siu does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Siu continues to serve the Board since his last re-election at the Company's 2011 annual general meeting held on 25 May 2011. 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.

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

Mr. Siu was entitled to a Director's fee of HK\$180,000, a fee of HK\$140,000 for serving as the chairman of the Audit Committee of the Company and a fee of HK\$50,000 for serving as a member of the Remuneration Committee of the Company for the year ended 31 December 2013. Upon his successful re-election as a Director at the AGM, and subject to shareholders' approval at the AGM of the increase in Director's fee, he is entitled to a Director's fee of HK\$200,000 for the year ending 31 December 2014. He is also entitled to a fee of HK\$150,000 for serving as the chairman of the Audit Committee of the Company and a fee of HK\$50,000 for serving as a member of the Remuneration Committee of the Company for the same year.

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

Increase in Director's fee

10. In relation to agenda item No. (4) in the Notice of AGM, it was recommended the Director's fee be increased from HK\$180,000 per annum to HK\$200,000 per annum, with effect from 1 January 2014 to align with the prevailing market rate.
11. 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 2013 and for the year ending 31 December 2014 are set out below.

	Annual fees for 2013	New annual fees for 2014
Individual Director serving	HK\$	HK\$
Board of Directors	180,000	200,000 ¹
Executive Committee		
Chairman	–	–
Members	150,000	150,000
Audit Committee		
Chairman	140,000	150,000 ²
Members	100,000	110,000 ²
Remuneration Committee		
Chairman	60,000	60,000
Members	50,000	50,000
Nomination Committee		
Chairman	60,000	60,000
Members	50,000	50,000

Notes:

On the recommendation of the Remuneration Committee of the Company after its meeting in December 2013:

¹ It was proposed an increase of fee payable to Directors from HK\$180,000 per annum to HK\$200,000 per annum with effect from 1 January 2014, subject to shareholders' approval at the AGM.

² The Board approved an increase in the fee payable to the chairman of the Audit Committee from HK\$140,000 per annum to HK\$150,000 per annum with effect from 1 January 2014. The Board also approved an increase in the fee payable to members of the Audit Committee from HK\$100,000 per annum to HK\$110,000 per annum with effect from 1 January 2014.

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

12. 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.
13. 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

14. In relation to agenda item No. (5) 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 themselves for re-appointment at the AGM.

Extension of Book Close Period

15. In relation to agenda item No. (6) in the Notice of AGM, the purpose of this resolution is to extend the book close period for 2014, from 30 days to 60 days, according to practical need.

Voting on a Poll

16. Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings except where the chairman of a general meeting 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.
17. 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.
18. Separate resolutions are proposed for each substantially separate issue and are voted by poll at the general meetings.

Poll Voting Procedures

19. (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

- 20. The Shareholders’ Communication Policy (“Policy”) is established 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 the investment community to engage actively with the Company. You can view the full text of the Policy on the Company’s website at www.corporate.tvb.com.

Shareholders’ Communication Channels

- 21. The Policy provides communication channels to shareholders:

Television Broadcasts Limited

Shareholders’ enquiries should be sent via email companysecretary@tvb.com.hk to the Company Secretary.

Share Registrars and Transfer Office

Computershare Hong Kong Investor Services Limited

Address: 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