

**Television Broadcasts Limited**  
**(“Company”)**

**Terms of Reference**  
**of**  
**Regulatory Committee**

**Constitution**

1. A committee of the Board of Directors of the Company (“Board”), as resolved by the Board, shall be known as the Regulatory Committee (“Committee”) with its terms of reference. The Committee was established on 24 March 2021.

**Membership**

2. The Committee shall consist of not less than three members. The members of the Committee shall be appointed by the Board from amongst the Directors and the Senior Management of the Company.
3. The Chairman of the Committee shall be elected by the Committee members.
4. The Company Secretary shall act as the secretary to the Committee.

**Frequency of Meetings**

5. The Committee shall meet at least once a year. Additional meetings may be held as the work of the Committee demands.
6. A quorum for any meeting shall be three members of which at least two shall be Directors of the Company.
7. Notice of meeting of the Committee may be given in writing or by telephone or in such manner as the Committee may from time to time determine.
8. Proceedings of meetings of the Committee shall be governed by the provisions of the Company’s articles of association.

## **Authority**

9. The Committee is authorised by the Board to perform its duties and functions within its terms of reference and to do any acts conferred on the Committee by the Board.
10. The Committee is authorised by the Board to seek independent professional advice at the Company's expense.

## **Duties and Functions**

11. The Committee shall undertake to assist the Board on regulatory and related matters in relation to the terrestrial TV market in Hong Kong.

## **Reporting Procedures**

12. The secretary to the Committee shall ensure that full minutes are kept of all Committee meetings and that draft and final versions of such minutes shall be circulated to all members of the Committee for comment and records within a reasonable time after each meeting.
13. The secretary to the Committee shall circulate the minutes of all Committee meetings to all members of the Board, and shall report to the Board on its works, decisions and recommendations in a timely manner.

First adopted and effective on 24 March 2021