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Television Broadcasts Limited

(Incorporated in Hong Kong with limited liability)

Stock Code: 00511

NOTICE OF ANNUAL GENERAL MEETING AND ELECTION OF DIRECTOR 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 Wednesday, 22 May 2013 at 12:00 noon (“AGM”) for the following purposes:

ORDINARY BUSINESS

- (1) To receive the Audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2012;
- (2) To declare a final dividend for the year ended 31 December 2012;
- (3) To elect Director;
- (4) To re-elect retiring Directors;
- (5) To approve an increase in Director’s fee; and
- (6) 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:

- (7) **“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 of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights, or issue securities, 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 make or grant offers, agreements, options and other rights, and issue securities, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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; or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the ordinary shares in the Company (such ordinary shares being defined in this and the following Resolution (8), “Shares”) in accordance with the Company’s Articles of Association (“Articles”), shall not exceed the aggregate of:
 - (i) 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
 - (ii) (if Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital 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 aggregate nominal amount of the share capital 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, open for a period fixed by Directors of the Company, to holders of Shares 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 Shares (or, where appropriate, such other securities), 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.”

- (8) **“THAT:**
- (a) subject to paragraph (b) below, the exercise by Directors of the Company during the Relevant Period of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares 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 aggregate nominal amount of the issued share capital of the Company 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.”
- (9) **“THAT** Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of Resolution (7) above in respect of the share capital of the Company referred to in paragraph (c)(ii) of Resolution (7).”
- (10) **“THAT** the period of 30 days during which the Company’s Register of Members may be closed under Section 99(1) of the Companies Ordinance during the calendar year 2013, be and is hereby extended, pursuant to Section 99(2) of the Companies Ordinance, to 60 days.”

By Order of the Board
Adrian MAK Yau Kee
Company Secretary

Hong Kong, 19 April 2013

As at the date of this document, the Board 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 issue of HK\$0.05 each in respect of the year ended 31 December 2012. 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 29 May 2013. The dividend warrants will be despatched to shareholders on or around 6 June 2013.

Closure of Register of Members

First Book Close

4. The Register of Members of the Company will be closed from Tuesday, 30 April 2013 to Wednesday, 22 May 2013, 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, 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, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 April 2013.
5. The 21-day book close period from Tuesday, 30 April 2013 to Wednesday, 22 May 2013 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. 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, 23 May 2013 and then will be closed again from Tuesday, 28 May 2013 to Wednesday, 29 May 2013, 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, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 27 May 2013.

Election and Re-election of Directors

7. In relation to agenda item No. (3) in the Notice of AGM regarding election of Director, Mr. Raymond Or Ching Fai, who was appointed by the Board as an Independent Non-executive Director on 6 December 2012, shall hold office until the AGM in accordance with Article 109 of the Articles and, being eligible, offers himself for election at the AGM. The election of the Director will be voted on by shareholders at the AGM.
 8. In relation to agenda item No. (4) in the Notice of AGM regarding re-election of retiring Directors, Dr. Norman Leung Nai Pang, Mr. Mark Lee Po On and Mr. Edward Cheng Wai Sun will retire at the AGM in accordance with Article 114(A) of the Articles and, being eligible, offer themselves for re-election at the AGM. The re-election of the Directors will be individually voted on by shareholders at the AGM.
 9. The details of the Directors, who are subject to retirement for election or re-election at the AGM, as at 12 April 2013, 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 Raymond Or Ching Fai SBS, JP (aged 63)

Mr. Raymond Or Ching Fai was appointed as an Independent Non-executive Director of the Company on 6 December 2012. Mr. Or is the chairman, an executive director and the chief executive officer of China Strategic Holdings Limited, a vice-chairman and an independent non-executive director of G-Resources Group Limited, the chairman and an independent non-executive director of Esprit Holdings Limited, and an independent non-executive director of Chow Tai Fook Jewellery Group Limited and Industrial and Commercial Bank of China Limited, all of which are listed on the Stock Exchange. Mr. Or is the deputy council chairman of the Council of City University of Hong Kong, and a vice patron of the board of the Community Chest of Hong Kong. He has rich experiences in the insurance, banking and financial services industries. He was the general manager and a director of The Hongkong and Shanghai Banking Corporation Limited, the chairman of HSBC Insurance Limited, the chief executive and vice chairman of Hang Seng Bank Limited, and the chairman of Hang Seng Insurance Company Limited and Hang Seng Bank (China) Limited. He was also the chairman of the Hong Kong Association of Banks. He was a director of Cathay Pacific Airways Limited and a director of Hutchison Whampoa Limited. Mr. Or graduated from the University of Hong Kong with a Bachelor’s degree in Economics and Psychology. He was awarded a Silver Bauhinia Star from the Hong Kong Special Administrative Region and Honorary University Fellow from the University of Hong Kong in 2009, and is a Justice of the Peace. Save as disclosed in this paragraph, Mr. Or has not held any other directorship in the last 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 (“SFO”), Mr. Or does not hold any interest in the shares of the Company. Further, Mr. Or does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Or consented to act as an Independent Non-executive Director of the Company with effect from 6 December 2012 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 is subject to review by the Remuneration Committee of the Company and determined by the Board, and if required, approved by shareholders in general meetings.

Mr. Or is entitled to a Director’s fee of HK\$10,600 on a pro rata basis by reference to the length of his service as a Director for the year ended 31 December 2012. Upon his successful 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\$180,000 for the year ending 31 December 2013.

Save as the information disclosed above, there is no other information in relation to the election of Mr. Or 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 Dr. Norman Leung Nai Pang GBS, LL.D, JP (aged 72)

Dr. Norman Leung Nai Pang, was appointed as a Director of the Company in September 2003 when he also took up the position as Executive Deputy Chairman. Dr. Leung was appointed as the Executive Chairman of the Board on 1 January 2012. He is the Chairman of the Executive Committee and holds directorships in a number of the subsidiaries of the Company. Dr. Leung is the chairman of Transport International Holdings Limited and an independent non-executive director of Sun Hung Kai Properties Limited, both of which are listed on the Stock Exchange. Dr. Leung has been active in public service for well over 30 years and he served as Commissioner of the Civil Aid Service from 1993 to 2007, chairman of the Broadcasting Authority from 1997 to 2002 and council chairman of The City University of Hong Kong from 1997 to 2003. He is now the Pro-Chancellor of City University of Hong Kong and a member of the Advisory Committee on Post-office Employment for former Chief Executives and Politically Appointed Officials. Save as disclosed in this paragraph, Dr. Leung did not hold any 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. Leung does not hold any interest in the shares of the Company. Further, Dr. Leung does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

Dr. Leung has a service contract with the Company as the Executive Chairman of the Company and as a Director of the Board. 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. He continues to serve the Board since his last re-election at the Company's 2010 annual general meeting held on 26 May 2010.

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

Dr. Leung's remuneration as the Executive Chairman is determined by the Remuneration Committee of the Company, by reference to his duties and responsibilities, as well as the remuneration of executive chairmen of comparable listed companies. His salary as the Executive Chairman and his fee as a Director (which is inclusive of all services provided to the Board and its Committee) for the year ended 31 December 2012 amounted to HK\$5,760,000 and HK\$150,000 respectively. A discretionary bonus of HK\$3,000,000 was paid to Dr. Leung for the same year.

For the year ending 31 December 2013, he is entitled to receive salary remuneration package of HK\$5,760,000 as the Executive Chairman and a fee as a Director (which is inclusive of all services provided to the Board and its Committee). Subject to shareholders' approval at the AGM of the increase in Director's fee, a Director's fee of HK\$180,000 (which is inclusive of all services provided to the Board and its Committee) will be paid to him for the same year. At the discretion of the Remuneration Committee of the Company, he may be paid a bonus.

Dr. Leung was formerly a non-executive director of Chrysanthemum Chinese Restaurant Limited ("Chrysanthemum") and The New China Hong Kong Group Limited ("NCHKG"). Chrysanthemum was incorporated in Hong Kong and carried on the business of a Chinese restaurant. Chrysanthemum was voluntarily wound up under Section 228A of the Companies Ordinance ("the said Section") on 5 February 1999 and was dissolved on 15 May 2001. NCHKG was incorporated in Hong Kong and carried on the business of an investment holding company. NCHKG was voluntarily wound up under the said Section on 1 March 1999 and the liquidation thereof is still in progress.

Save as the information disclosed above, there is no other information in relation to the re-election of Dr. Leung 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 Mark Lee Po On (aged 57)

Mr. Mark Lee Po On joined the Company in early 2007. He was appointed as Group General Manager in September 2009 and as an Executive Director of the Company in March 2010. He is a member of the Executive Committee and holds directorships in a number of the subsidiaries of the Company. He is a non-executive director of Hanwell Holdings Limited, a company listed on the Singapore Exchange Limited. Mr. Lee is a member of the Institute of Chartered Accountants in England and Wales and also a member of the Hong Kong Institute of Certified Public Accountants. During the period from 1977 to 1987, Mr. Lee worked with KPMG, an international accounting firm, in various offices including Hong Kong, Los Angeles and Shanghai. From 1988 to early 2007, Mr. Lee worked as an executive director of a listed consortium engaged in real estate, hotel, media, entertainment and retail business in Hong Kong and overseas. During 1992 to 1996, Mr. Lee also took up the position of director and CEO of Asia Television Limited which was a former affiliate of the consortium. Save as disclosed in this paragraph, Mr. Lee did not hold any 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 was interested in 438,000 shares, representing approximately 0.10% of issued share capital of the Company. The interests held by Mr. Lee represent long positions. Save as disclosed in this paragraph, Mr. Lee does not hold any other interest in the shares of the Company.

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

Mr. Lee has a service contract with the Company as the Group General Manager of the Company and as a Director of the Board. 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. He continues to serve the Board since his last election at the Company's 2010 annual general meeting held on 26 May 2010.

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

Mr. Lee's remuneration as the Group General Manager is determined by the Remuneration Committee of the Company, by reference to his duties and responsibilities, as well as the remuneration of group general manager of comparable listed companies. His remuneration package (which is inclusive of pension contributions and other emoluments to all services, including other titles, directorships and responsibilities, provided to the Company's subsidiaries and/or associated companies) and his fee as a Director (which is inclusive of all services provided to the Board and its Committee) for the year ended 31 December 2012 was HK\$4,222,220 and HK\$150,000 respectively. A discretionary bonus of HK\$2,500,000 was paid to Mr. Lee for the same year.

Under a three-year service contract with the Company commencing 1 February 2013 which had been reviewed by the Remuneration Committee of the Company, Mr. Lee is entitled to receive as the Group General Manager a remuneration package (which is inclusive of pension contributions) in the amount of HK\$5,500,000, HK\$5,775,000, and HK\$6,063,750 for the twelve-month period ending 31 January 2014, 2015 and 2016 respectively. Subject to shareholders' approval at the AGM of the increase in Director's fee, a Director's fee of HK\$180,000 per annum (which is inclusive of all services provided to the Board and its Committee) will be paid to him. At the discretion of the Remuneration Committee of the Company, he may be paid a bonus.

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.

9.4 Edward Cheng Wai Sun SBS, JP (age 57)

Mr. Edward Cheng Wai Sun was appointed as an Independent Non-executive Director of the Company in June 2006. He is a Member of the Remuneration Committee and Nomination Committee of the Company. He is an executive director, the chief executive and deputy chairman of Wing Tai Properties Limited and an independent non-executive director of Orient Overseas (International) Limited, both of which are listed on the Stock Exchange. Mr. Cheng has many years of public service experience in urban renewal, finance, housing, corruption prevention, technology and education. Mr. Cheng is currently the chairman of the University Grants Committee, a board member of The Airport Authority Hong Kong and a member of Commission on Strategic Development of The Government of the Hong Kong Special Administrative Region. Mr. Cheng resigned as a non-executive director of Winsor Properties Holdings Limited (company name changed to Vanke Property (Overseas) Limited), a listed company on the Stock Exchange, on 1 September 2012. Save as disclosed in this paragraph, Mr. Cheng 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. Cheng does not hold any interest in the shares of the Company. Further, Mr. Cheng does not have any relationships with any directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Cheng continues to serve the Board since his last re-election at the Company's 2010 annual general meeting held on 26 May 2010. 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 determined by the Board, and if required, approved by shareholders in general meetings.

Mr. Cheng is entitled to a Director's fee of HK\$150,000, a fee of HK\$40,000 for serving as a member of the Remuneration Committee of the Company, and a fee of HK\$39,000 for serving as a member of the Nomination Committee of the Company for the year ended 31 December 2012. 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\$180,000 for the year ending 31 December 2013. He is also entitled to a fee of HK\$50,000 for serving as a member of the Remuneration Committee of the Company and a fee of HK\$50,000 for serving as a member of the Nomination 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. Cheng 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. (5) in the Notice of AGM, it was recommended to consider an increase in the Director's fee from HK\$150,000 per annum to HK\$180,000 per annum, with effect from 1 January 2013 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 2012 and for the year ending 31 December 2013 are set out below.

	Fees for 2012	New fees for 2013
Individual Director serving	HK\$	HK\$
Board of Directors	150,000	180,000 ¹
Executive Committee		
Chairman	–	–
Members	75,000	150,000 ²
Audit Committee		
Chairman	140,000	140,000
Members	100,000	100,000
Remuneration Committee		
Chairman	50,000	60,000 ³
Members	40,000	50,000 ⁴
Nomination Committee		
Chairman	60,000 ⁵	60,000 ⁵
Members	50,000 ⁶	50,000 ⁶

Notes:

On the recommendation of the Remuneration Committee of the Company after its meeting held on 4 December 2012:

- ¹ It was proposed an increase of fee payable to Directors from HK\$150,000 per annum to HK\$180,000 per annum with effect from 1 January 2013, subject to shareholders' approval at the AGM.
- ² The Board approved an increase in the fee payable to members (who is/are not Executive Director(s)) of the Executive Committee from HK\$75,000 per annum to HK\$150,000 per annum with effect from 1 January 2013.
- ³ The Board approved an increase in the fee payable to the chairman of the Remuneration Committee from HK\$50,000 per annum to HK\$60,000 per annum with effect from 1 January 2013.
- ⁴ The Board approved an increase in the fee payable to members of the Remuneration Committee from HK\$40,000 per annum to HK\$50,000 per annum with effect from 1 January 2013.
- ⁵ The Board approved a fee of HK\$60,000 per annum payable to the chairman of the Nomination Committee with effect from 21 March 2012, the establishment date of the Nomination Committee. Such fee was paid on a pro rata basis by reference to the length of his service as the chairman of the Nomination Committee for 2012.
- ⁶ The Board approved a fee of HK\$50,000 per annum payable to members of the Nomination Committee with effect from 21 March 2012, the establishment date of the Nomination Committee. Such fee was paid on a pro rata basis by reference to the length of their service as a member of the Nomination Committee for 2012.

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. (6) 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.

General Mandates to Issue and Repurchase Shares

15. In relation to agenda item No. (7) in the Notice of AGM, the purpose of this resolution is to give a General Mandate to authorise the Directors to issue additional 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 repurchase issued shares.
17. In relation to agenda item No. (9) in the Notice of AGM, the purpose of this resolution is to extend the authority given under Resolution (7) to shares repurchased under the authority given in Resolution (8).

Voting on a Poll

18. 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.
19. 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.
20. Separate resolutions are proposed for each substantially separate issue and are voted by poll at the general meetings.

Poll Voting Procedures

21. (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

22. 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. The full text of the Policy is set out in the 2012 annual report of the Company which is despatched together with this document to the shareholders. The Policy is also available on the Company’s website at www.corporate.tvb.com.

Shareholders’ Communication Channels

23. 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

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Television Broadcasts Limited

(Incorporated in Hong Kong with limited liability)

Stock Code: 00511

Board of Directors:

Executive Directors

Dr. Norman LEUNG Nai Pang GBS, LL.D., 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

Registered office:

TVB City

77 Chun Choi Street

Tseung Kwan O Industrial Estate

Kowloon

Hong Kong

19 April 2013

To Shareholders

Dear Sir or Madam,

**EXPLANATORY STATEMENT REGARDING GENERAL MANDATES
TO REPURCHASE SHARES
AND
TO ISSUE SHARES**

Introduction

This explanatory statement (“Explanatory Statement”) and the appendix contain all the information required pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) to enable shareholders of the Company to make an informed decision on whether to vote for or against ordinary resolutions to (i) renew the Directors’ general mandate to repurchase Ordinary Shares of HK\$0.05 each in the capital of the Company (“Shares”); and (ii) renew the Directors’ general mandate to issue Shares. The respective ordinary resolutions will be proposed 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, 22 May 2013 at 12:00 noon (“AGM”).

General mandate to repurchase Shares

At the annual general meeting of the Company held on 16 May 2012, a general mandate (“Existing Repurchase Mandate”) was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares with an aggregate nominal amount of up to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution. Under the Listing Rules, the Existing Repurchase Mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Directors a general mandate to exercise the powers of the Company to repurchase Shares (“Share Repurchase Mandate”) not exceeding 10 per cent of the issued share capital of the Company at the date of passing such ordinary resolution.

General mandate to issue Shares

At the annual general meeting of the Company held on 16 May 2012, a general mandate (“Existing Issue Mandate”) was given by the Company to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution and such general mandate was extended by adding to it the aggregate nominal amount of any Shares repurchased by the Company under the authority to repurchase Shares granted on that date. Under the Listing Rules, the Existing Issue Mandate to allot, issue and deal with Shares will also lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a general mandate to allot, issue and deal with Shares (“Share Issue Mandate”) not exceeding 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution and to approve an extension of the Share Issue Mandate by adding to it the aggregate nominal amount of any Shares repurchased by the Company under the authority to repurchase Shares granted on the AGM.

Recommendations

The Directors believe that the proposed granting of the Share Repurchase Mandate and the Share Issue Mandate are in the best interests of the Company as well as its shareholders. Accordingly, the Directors recommend that all shareholders of the Company should vote in favour of all the resolutions set out in the Notice of AGM.

Yours faithfully,
For and on behalf of the Board
Norman Leung Nai Pang
Executive Chairman

APPENDIX

The Explanatory Statement set out below contains the information required to be sent to the shareholders under Rule 10.06(1)(b) of the Listing Rules and also constitutes the memorandum of the terms of the proposed repurchases as required under section 49BA of the Companies Ordinance with regard to the Share Repurchase Mandate.

Repurchase of Shares

1. Listing Rules requirement for repurchase of Shares

The Listing Rules permit companies with a primary listing on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholder approval

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

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

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

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

2. Number of Shares subject to the Repurchase Mandate

As at 12 April 2013, being the latest practicable date prior to the printing of this Explanatory Statement (“Latest Practicable Date”), the issued share capital of the Company comprised 438,000,000 Shares of HK\$0.05 each. If the ordinary resolution authorising the Directors of the Company to repurchase its own Shares (Share Repurchase Mandate) is passed at the AGM, and assuming that no shares in the Company are issued or repurchased prior to the date of passing the said resolution, up to 43,800,000 fully paid-up shares representing 10 per cent of the existing issued share capital of the Company may be repurchased by the Company during the period from the date of the passing of the resolution up to the conclusion of the next annual general meeting. The shares to be repurchased by the Company must be fully paid up.

3. Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from shareholders to enable the Company to repurchase its own shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

4. Funding of repurchases

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

5. Financial effect of repurchases

The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the funding requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. However, on the basis of the consolidated financial position of the Company as at 31 December 2012 (being the date to which the latest published audited financial statements of the Company have been made up), there might be a material adverse impact on the funding or gearing position of the Company in the event that the Share Repurchase Mandate is exercised in full.

6. Connected Persons and Directors' Undertaking

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any of the Company's Shares to the Company or its subsidiaries if the Share Repurchase Mandate is approved and exercised.

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

7. Hong Kong Code on Takeovers and Mergers

If, as the result of a repurchase of the Company's shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers ("Takeovers Code"). As a result, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholders' interest, obtain or

consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, The Shaw Foundation Hong Kong Limited, Ms. Mona Fong, Shaw Brothers Limited, Dr. Charles Chan Kwok Keung, Ms. Cher Wang Hsiueh Hong and Providence Equity Partners L.L.C. held, directly and indirectly, a total of 130,984,828 shares in the Company, representing approximately 29.9 per cent of the existing issued share capital of the Company. If the Directors were to exercise the Share Repurchase Mandate in full, such shares would represent approximately 33.2 per cent of the issued share capital of the Company, and an obligation to make a general offer to shareholders may arise as a result. It is not the present intention of the Directors to exercise the Share Repurchase Mandate in such a manner as to trigger off any general offer obligations.

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

8. Share repurchases made by the Company

The Company has not repurchased its own shares (whether on the Stock Exchange or otherwise) in the past six months preceding the date of this Explanatory Statement.

9. Share Prices

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

	Month	Highest HK\$	Lowest HK\$
2012	April	57.80	50.85
	May	57.80	49.05
	June	54.35	47.45
	July	60.00	53.20
	August	59.00	54.10
	September	58.05	51.40
	October	60.00	56.90
	November	60.20	56.00
	December	59.45	54.50
	2013	January	58.35
February		62.00	57.45
March		61.00	57.70
April (up to the Latest Practicable Date)		58.95	56.75

The notice convening the AGM is enclosed with this Explanatory Statement, which are despatched to shareholders together with the 2012 Annual Report of the Company on 19 April 2013. Such documents are also available on the designated issuer website of the Stock Exchange at www.hkexnews.com.hk and the website of the Company at www.corporate.tvb.com.