

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 (the “AGM”) of Television Broadcasts Limited (the “Company”) will be held at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on Thursday, 29 June 2017 at 10:30 a.m. 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 of the Company for the year ended 31 December 2016;
2. To elect retiring Director, Mr. Li Ruigang;
3. To re-elect retiring Director, Dr. Charles Chan Kwok Keung;
4. To approve the Vice Chairman’s fee;
5. To approve an increase in the Director’s fee; and
6. To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Directors to fix its remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass 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 (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 (the “**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 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 laws 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.”

- 8. “**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) (the “**Companies Ordinance**”) during the calendar year 2017, be and is hereby extended, pursuant to Section 632(3) and Section 632(4) of the Companies Ordinance, to 60 days.”
- 9. “**THAT** conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, on the Stock Exchange, any shares in the Company which may fall to be allotted and issued pursuant to the exercise of the share options granted under the proposed share option scheme (the “**Share Option Scheme**”) of the Company, the rules of the Share Option Scheme be and are hereby approved and the Directors be and are hereby authorised to grant options thereunder and to allot and issue shares pursuant to the Share Option Scheme and to execute such documents and take such actions as they deem appropriate to implement and give effect to the scheme, including but not limited to making modifications and/or amendments to the Share Option Scheme from time to time in accordance with the provisions of the Share Option Scheme and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).”

10. “**THAT** the rules of the proposed share option scheme (the “**Subsidiary Share Option Scheme**”) of TVB Pay Vision Holdings Limited (“**TVBPH**”) be and are hereby approved and the Directors and the directors of TVBPH be and are hereby authorised to execute such documents and take such actions as they deem appropriate to implement and give effect to the scheme.”

By order of the Board
Television Broadcasts Limited
Adrian MAK Yau Kee
Company Secretary

Hong Kong, 29 May 2017

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

Chairman and Non-executive Director

Dr. Charles CHAN Kwok Keung

Vice Chairman and Non-executive Director

LI Ruigang

Executive Directors

Mark LEE Po On Group Chief Executive Officer

CHEONG Shin Keong General Manager

Non-executive Directors

Mona FONG

Anthony LEE Hsien Pin

CHEN Wen Chi

Thomas HUI To

Independent Non-executive Directors

Dr. Raymond OR Ching Fai SBS, JP

Dr. William LO Wing Yan JP

Professor Caroline WANG Chia-Ling

Dr. Allan ZEMAN GBM, GBS, JP

Explanatory 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 (2) proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one (1) proxy, the shareholder shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
2. A proxy form for the AGM is enclosed. To be valid, the 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 at the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM (or at any adjournment thereof), and in default thereof the proxy form and such power of attorney or authority shall not be treated as valid.
3. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof should he so wish, and in such event, the proxy form shall be deemed to be revoked.

Declaration Form

4. The declaration of voting controllers (the "**Declaration Form**") and the explanatory notes thereto, are despatched to shareholders together with the circular of the Company accompanying this notice of AGM dated 29 May 2017.
5. Any shareholder who wishes to vote at the AGM shall return the duly completed and signed Declaration Form to the Company in such manner as described therein no later than 18 June 2017.

Closure of Register of Members

6. The Register of Members of the Company will be closed from Thursday, 8 June 2017 to Thursday, 29 June 2017 (both dates inclusive) (the "**Book Close Period**") for the purpose of determining shareholders' entitlement to attend and vote at the AGM. During the Book Close Period, no transfer of Shares will be registered. In order to qualify for shareholders' entitlement to attend and vote 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 Wednesday, 7 June 2017.

7. The Book Close Period is set to allow sufficient time for shareholders of the Company to complete and return the Declaration Form as required under the provisions of the Broadcasting Ordinance (Chapter 562 of the Laws of Hong Kong).

Election and Re-election of Directors

8. In relation to agenda item number 2 in this notice of AGM, Mr. Li Ruigang, in accordance with Article 112 of the Articles, will retire at the AGM after his appointment as a Director by the Board of Directors of the Company (the “**Board**”) on 17 October 2016 and, being eligible, offer himself for election at the AGM.
9. In relation to agenda item number 3 in this notice of AGM, Dr. Charles Chan Kwok Keung, in accordance with Article 117(A) of the Articles, will retire at the AGM after his service on the Board from his last re-election in 2014 and, being eligible, offer himself for re-election at the AGM.
10. Details of each of the Directors who are subject to retirement for election or re-election at the AGM, as at 24 May 2017, being the latest practicable date prior to the printing of this notice of AGM, are set out in Appendix III to the circular of the Company accompanying this notice of AGM dated 29 May 2017.

Vice Chairman’s fee

11. In relation to agenda item number 4 in this notice of AGM, it was recommended to consider a Vice Chairman’s fee of HK\$250,000 per annum payable to the Vice Chairman of the Board who is a Non-executive Director of the Company, effective from 17 October 2016.

Increase in Director’s fee

12. In relation to agenda item number 5 in this notice of AGM, it was recommended to consider an increase in the Director’s fee from HK\$220,000 per annum to HK\$240,000 per annum, effective from 1 January 2017 to align with the prevailing market rate.

13. The annual fees paid or will be paid to the Directors for serving on the Board and the additional annual fees paid or will be paid to Non-executive Directors for serving on the Board Committees for the year ended 31 December 2016 and for the year ending 31 December 2017 are set out below.

Individual Director serving	Annual Fees for 2016 HK\$	New annual fees for 2017 HK\$
Chairman	286,000	286,000
Vice Chairman	250,000	250,000 <i>Note (i)</i>
Board of Directors	220,000	240,000 <i>Note (ii)</i>
Executive Committee		
Chairman	195,000	195,000
Members	150,000	150,000
Audit Committee		
Chairman	170,000	190,000 <i>Note (iii)</i>
Members	120,000	130,000 <i>Note (iii)</i>
Remuneration Committee		
Chairman	70,000	70,000
Members	55,000	55,000
Nomination Committee		
Chairman	70,000	70,000
Members	55,000	55,000
Risk Committee		
Chairman	70,000	70,000
Members	55,000	55,000

Notes:

On the recommendation of the Remuneration Committee by its resolution-in-writing passed on 13 October 2016 and at its meeting held on 29 November 2016:

- (i) It was proposed a Vice Chairman's fee of HK\$250,000 per annum payable to the Vice Chairman of the Board who is a Non-executive Director of the Company effective from 17 October 2016, subject to shareholders' approval at the AGM.
- (ii) It was proposed an increase of fee payable to the Directors from HK\$220,000 per annum to HK\$240,000 per annum effective from 1 January 2017, subject to shareholders' approval at the AGM.

- (iii) The Board approved an increase in the fee payable to the chairman of the Audit Committee from HK\$170,000 per annum to HK\$190,000 per annum with effect from 1 January 2017. The Board also approved an increase in the fee payable to members of the Audit Committee from HK\$120,000 per annum to HK\$130,000 per annum with effect from 1 January 2017.

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

- 14. The following sets out the procedures for shareholders to propose a person for election as a director of the Company at the AGM:
 - (i) A shareholder who wishes to propose a person (the “**Candidate**”) to be elected as a director of the Company at AGM should first lodge a written notice of such intention (the “**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.
- 15. 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

- 16. In relation to agenda item number 6 in this 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 itself for re-appointment at the AGM.

General Mandate to Issue Shares

17. In relation to agenda item number 7 in this 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.

Extension of Book Close Period

18. In relation to agenda item number 8 in this notice of AGM, the purpose of this resolution is to extend the book close period during the calendar year 2017, from 30 days to 60 days, according to practical need.

Adoption of Share Option Scheme

19. In relation to agenda item number 9 in this notice of AGM, the purpose of this resolution is to adopt the Share Option Scheme of the Company.

Adoption of Subsidiary Share Option Scheme

20. In relation to agenda item number 10 in this notice of AGM, the purpose of this resolution is to adopt the Subsidiary Share Option Scheme of TVBPVH.

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 this 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 (the “**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. You can view the full text of the updated Policy 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