



Television Broadcasts Limited

(Incorporated in Hong Kong with limited liability)

Stock Code: 511

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of the Company will be held at The Harbour Room, Mezzanine Floor, Kowloon Shangri-La Hotel, Tsim Sha Tsui East, Kowloon, Hong Kong, on Wednesday, 30 May 2007 at 11:00 a.m. for the following purposes:–

ORDINARY BUSINESS

- (1) To receive and consider the Audited Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2006;
- (2) To declare a final dividend for the year ended 31 December 2006;
- (3) To elect Director;
- (4) To re-elect retiring Directors;
- (5) To re-appoint Auditors and authorise Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

- (6) **“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 (7), “Shares”) in accordance with the Articles of Association of the Company, 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 expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company 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.”

- (7) **“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 or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited 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 expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company 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.”
- (8) **“THAT** Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of Resolution (6) above in respect of the share capital of the Company referred to in paragraph (c)(ii) of Resolution (6).”
- (9) **“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 2007, 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, 17 April 2007

NOTES:

Proxy Information

1. A shareholder entitled to attend and vote at the annual general meeting to be held on 30 May 2007 (“Annual General Meeting”) convened by the Notice of Annual General Meeting is entitled to appoint up to two proxies to attend and vote in his stead. A proxy needs not be a member of the Company.
2. A form of proxy for the Annual General Meeting is enclosed. To be valid, a form of proxy, 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 Registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting, and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.

Dividends

3. The Board has recommended a final dividend of HK\$1.45 per share for 438,000,000 issued shares in respect of the year ended 31 December 2006 payable to shareholders who are on the Register of Members on 30 May 2007. The final dividend, which is payable on 6 June 2007, is subject to shareholders’ approval at the Annual General Meeting.
4. The Register of Members of the Company will be closed from 9 May 2007 to 30 May 2007, both dates inclusive, during which period the registration of transfers of shares will be suspended. To rank for the final dividend, all transfers must be lodged with the Company’s Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 8 May 2007.
5. The 21-day book close period (from 9 May 2007 to 30 May 2007) is set to allow sufficient time for members of the Company to complete and return the declaration of voting controllers as required under the provisions of the Broadcasting Ordinance.

Directors

6. In relation to agenda item No. (3) in the Notice of Annual General Meeting regarding election of Director, Mr. Edward Cheng Wai Sun, who was appointed by the Board as Independent Non-executive Director on 1 June 2006, is to hold office until the Annual General Meeting pursuant to Article 109 of the Company’s Articles of Association and, being eligible, offers himself for election by shareholders.
7. In relation to agenda item No. (4) in the Notice of Annual General Meeting regarding re-election of retiring Directors, Dr. Norman Leung Nai Pang, Mrs. Christina Lee Look Ngan Kwan and Mr. Robert Sze Tsai To are retiring at the Annual General Meeting pursuant to Article 114(A) of the Company’s Articles of Association and, being eligible, offer themselves for re-election. The re-election of the retiring Directors will be individually voted on by shareholders.
8. The biographical details of each of the Directors who stand for election and re-election at the Annual General Meeting, as at 30 March 2007, being the latest practicable date prior to the release of the Notice of Annual General Meeting (“Latest Practicable Date”), are set out below to enable shareholders to make an informed decision on their election or re-election.

Save for the information set out in this paragraph and in paragraphs 6, 7, 9 and 10, there is no information to be disclosed pursuant to any of the requirements under Paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of shareholders in respect of Directors who stand for election or re-election at the Annual General Meeting.

Dr. Norman Leung Nai Pang 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 2002. 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.

8.1 Mr. Edward Cheng Wai Sun *J.P.* (age 51)

Mr. Edward Cheng Wai Sun has been appointed Independent Non-executive Director since June 2006.

Mr. Cheng has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has submitted to the Exchange a written confirmation concerning his independence to the Company. He has also given an annual confirmation of his independence to the Company. Mr. Cheng has no financial or family relationship with any other Directors, Senior Management or substantial shareholders of the Company.

Mr. Cheng is a member of the Remuneration Committee of the Board.

Mr. Cheng is Chief Executive of USI Holdings Ltd and non-executive director of Winsor Properties Holdings Limited, both of which are listed on the SEHK, and a former director of SUNDAY Communications Limited. He is also Chairman of the Urban Renewal Authority, a member of the Hong Kong SAR Government’s Commission on Strategic Development, Steering Committee on Innovation & Technology, the Advisory Committee on Corruption of the Independent Commission Against Corruption, the Council of Hong Kong Polytechnic University and the Council of City University of Hong Kong.

8.2 Dr. Norman Leung Nai Pang *G.B.S., LL.D., J.P.* (age 66)

Dr. Norman Leung Nai Pang was appointed as a Director of the Company in September 2003 when he also took up the position of Executive Deputy Chairman.

He is a member of the Executive Committee of the Board and serves on the boards of various subsidiaries of the Company.

Dr. Leung has no financial or family relationship with any other Directors, Senior Management or substantial shareholders of the Company.

Dr. Leung is the Deputy Chairman of Transport International Holdings Ltd. and a director of Wing Lung Bank Ltd., both of which are listed on the SEHK. He was Chairman of the Broadcasting Authority from 1997 to 2002 and is now serving as Commissioner of Civil Aid Service and Pro-Chancellor of City University of Hong Kong.

8.3 Mrs. Christina Lee Look Ngan Kwan (age 83)

Mrs. Christina Lee Look Ngan Kwan has been appointed Director of the Company since October 1981.

Mrs. Lee is a member of the Executive Committee of the Board.

Mrs. Lee is the widow of the Founder of the Company, Mr. Lee Hsiao-Wo.

Mrs. Lee is a non-executive director of Sa Sa International Holdings Limited. She is actively involved in Caritas, Hong Kong, a local charitable organisation. Mrs. Lee is the aunt of Mr. Chien Lee and mother of Mr. Anthony Hsien Pin Lee.

Saved as disclosed above, Mrs. Lee has no financial or family relationship with any other Directors, Senior Management or substantial shareholders of the Company.

8.4 Mr. Robert Sze Tsai To (age 66)

Mr. Robert Sze Tsai To has been appointed Independent Non-executive Director since June 2003.

Mr. Sze has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has submitted to the Exchange a written confirmation concerning his independence to the Company. He has also given an annual confirmation of his independence to the Company. Mr. Sze has no financial or family relationship with any other Directors, Senior Management or substantial shareholders of the Company.

Mr. Sze is the Chairman of the Audit Committee and a member of the Remuneration Committee of the Board.

Mr. Sze is a non-executive director of Asia Satellite Telecommunications Holdings Limited, China Travel International Investment Hong Kong Limited, Dah Sing Banking Group Limited, Dah Sing Financial Holdings Limited, Hop Hing Holdings Limited, Min Xin Holdings Limited, Nanyang Holdings Limited, QPL International Holdings Limited and SW Kingsway Capital Holdings Limited. He is also a member of the Shanghai Committee of the Chinese People's Political Consultative Conference.

Mr. Sze is a Fellow of the Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountants, and was a partner in an international firm of accountants with which he practised for over 20 years.

9. With the exception of Mrs. Christina Lee Look Ngan Kwan, all the other Directors who stand for election and re-election at the Annual General Meeting have no interests in the shares of the Company. Mrs. Lee's interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance are set out below and remain unchanged as at the Latest Practicable Date:

	No. of Ordinary Shares of HK\$0.05 Each				Percentage of Issued Capital (%)
	Personal Interests	Family Interests	Corporate Interests	Total	
Christina Lee	602,144	–	16,701,000*	17,303,144	3.95%

* *10,377,000 shares were held by Trio Investment Corporation S.A., 1,581,000 shares were held by Crystal Investments Limited, 3,162,000 shares were held by Compass Inc. and 1,581,000 shares were held by Bonus Inc. and in respect of such shares only, directors of these companies are all accustomed to act in accordance with the directions of Mrs. Christina Lee Look Ngan Kwan.*

All the interests stated above represent long positions.

A report of the beneficial interests of all the Directors and chief executive in the shares of the Company as recorded in the register maintained under Section 352 of the Securities and Futures Ordinance is set out in the Directors' Report in the Company's 2006 Annual Report.

10. The amount of emoluments paid for the year ended 31 December 2006 to each of the Directors who stand for election and re-election at the Annual General Meeting is set out in Note 23 of the consolidated financial statements on page 90 and the basis of determining such emoluments are set out under "Remuneration of Directors and Senior Management" in the Corporate Governance Report of the Company's 2006 Annual Report, which was sent together with the Notice of Annual General Meeting.

General Mandates to Issue and Repurchase Shares

11. In relation to Agenda Item (6), the purpose of this resolution is to give a General Mandate to authorise the Directors to issue additional shares.
12. In relation to Agenda Item (7), the purpose of this resolution is to give a General Mandate to authorise the Directors to repurchase issued shares.
13. In relation to Agenda Item (8), the purpose of this resolution is to extend the authority given under Resolution (6) to shares repurchased under the authority given in Resolution (7).

Right to Demand a Poll

14. Pursuant to Article 73 of the Articles of Association of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands, but a poll may be demanded
 - (A) (before or on the declaration of the result of the show of hands or the withdrawal of any other demand for a poll) by:
 - (i) the Chairman; or
 - (ii) at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
 - (iii) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
 - (iv) by a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
 - (B) (before, at or during the general meeting) a poll is directed orally or by notice in writing by the Broadcasting Authority to be conducted upon any resolution put or to be put to the general meeting pursuant to Section 19(3) of Schedule 1 to the Broadcasting Ordinance.
15. Pursuant to Article 73, the Chairman will demand a poll on each of the resolutions to be put to the forthcoming general meeting. The results of the poll will be published to the public in accordance with the prevailing Listing rules and on the Company's and the Exchange's websites on the business day following the Annual General Meeting.