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Television Broadcasts Limited

(Incorporated in Hong Kong with limited liability)

Stock Code: 00511

NOTICE OF ANNUAL GENERAL MEETING AND ELECTION AND RE-ELECTION OF DIRECTORS AND AMENDMENTS TO ARTICLES OF ASSOCIATION

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, 28 May 2008 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

- (1) To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2007;
- (2) To declare a final dividend for the year ended 31 December 2007;
- (3) To elect Director;
- (4) To re-elect retiring Directors;
- (5) To approve an increase in Director's fee; and
- (6) 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 resolution as Special Resolution:

- (7) **“THAT** the Company's Articles of Association be amended as follows:
 - (a) Article 98 shall be deleted in its entirety and be replaced and substituted with the following:

“Every Director and principal officer of the Company shall on or before his appointment, and during his employment if and when requested by the Board of Directors so to do, furnish to the Company such information regarding his nationality, residence, business and other occupations, employment or appointments by any other person or persons, firm, company or organisation and all such other information as the Company may deem necessary or requisite in order to determine whether or not such Director or officer is a disqualified person within the meaning of Section

”

2(1) of the Broadcasting Ordinance and/or whether by reason of his holding office in the Company, the Company would be in contravention of the provisions of the Broadcasting Ordinance and shall further notify the Company in writing as soon as he is aware of any change in such information.”

- (b) Article 107(H)(i) shall be deleted in its entirety and be replaced and substituted with the following:

“(i) any Proposal for the giving by the Company of any security or indemnity to the Director or his associates in respect of money lent or obligation undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;”

- (c) Article 109 shall be deleted in its entirety and be replaced and substituted with the following:

“Without prejudice to the powers of the Company under Article 108, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or (subject to the provisions of the Ordinance) as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number (if any) determined from time to time in accordance with Article 97. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

- (d) Article 114 shall be deleted in its entirety and be replaced and substituted with the following:

“(A) Subject to paragraph (D) of this Articles, at each annual general meeting one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

(B) The Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment and so that, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(C) A retirement under this Article shall not have effect until the conclusion of the meeting, except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost, and, accordingly, a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.

(D) No Director holding office as Chairman under Article 116 shall be subject to retirement by rotation or be taken into account in determining the Director (or the number thereof) to retire.”

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

(8) **“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 (9), “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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong.”

(9) **“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.”

(10) **“THAT** Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of Resolution (8) above in respect of the share capital of the Company referred to in paragraph (c)(ii) of Resolution (8).”

(11) **“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 2008, 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, 18 April 2008

NOTES:

Proxy Information

1. A shareholder entitled to attend and vote at the annual general meeting to be held on 28 May 2008 (“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, Wan Chai, 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\$1.50 per share for 438,000,000 shares of the Company in issue in respect of the year ended 31 December 2007 payable to shareholders who are on the Register of Members on 28 May 2008. The final dividend, which is payable on or around 5 June 2008, is subject to shareholders’ approval at the Annual General Meeting.
4. The Register of Members of the Company will be closed from 7 May 2008 to 28 May 2008, both dates inclusive, during which period the registration of transfers of shares will be suspended. To rank for the proposed final dividend, all transfer documents must be lodged with the Company’s 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 6 May 2008.
5. The 21-day book close period from 7 May 2008 to 28 May 2008 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. Gordon Siu Kwing Chue, who was appointed by the Board as Independent Non-executive Director on 10 July 2007, is to hold office until the Annual General Meeting pursuant to Article 109 of the Company’s Articles of Association (“Articles”) 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. Chow Yei Ching, Mr. Chien Lee and Mr. Kevin Lo Chung Ping* shall retire at the Annual General Meeting by rotation pursuant to Article 114(A) of the Articles 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 8 April 2008, 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, 10 and 11, 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 Rules Governing the Listing of Securities

(the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) 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.

8.1 Mr. Gordon Siu Kwing Chue, G.B.S., J.P. (aged 62)

Mr. Siu was appointed an Independent Non-executive Director of the Company in July 2007. He is the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. He is also an independent non-executive director of Transport International Holdings Limited and China Resources Enterprise, Limited which are listed on the Hong Kong Stock Exchange. He 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 above, Mr. Siu did not hold any directorships in other listed public companies in the past three years.

Mr. Siu does not have any financial and family relationships with any other directors, senior management, or substantial or controlling shareholders of the Company.

Pursuant to a letter of appointment dated 5 July 2007, Mr. Siu consented to act as an Independent Non-executive Director of the Company for a fixed term commencing from 10 July 2007 until the next annual general meeting of the Company, that is, the Annual General Meeting to be held on 28 May 2008. He shall retire and be eligible to stand for election at the Annual General Meeting pursuant to Article 109 the Articles.

8.2 Dr. Chow Yei Ching, G.B.S. (aged 72)

Dr. Chow was appointed a Non-executive Director of the Company in June 2000. He is the founder and chairman of Chevalier Group, which consists of two listed companies on the Hong Kong Stock Exchange – Chevalier International Holdings Limited and Chevalier Pacific Holdings Limited. He is also an independent non-executive director of Shaw Brothers (Hong Kong) Limited, Van Shung Chong Holdings Limited, and Towngas China Company Limited, all of which are listed on the Hong Kong Stock Exchange. He was appointed The Honorary Consul of The Kingdom of Bahrain in Hong Kong and a Standing Committee Member of the Chinese People’s Political Consultative Conference, Shanghai. Save as disclosed above, Dr. Chow did not hold any directorships in other listed public companies in the past three years.

Dr. Chow is an independent non-executive director of Shaw Brothers (Hong Kong) Limited which is a substantial shareholder of the Company. Save for the aforesaid, he has no other financial and family relationships with any directors, senior management, or substantial or controlling shareholders of the Company.

Pursuant to a letter of appointment dated 15 December 2005, Dr. Chow consented to continue to act as a Non-Executive Director of the Company for a fixed term commencing from 25 May 2005 until the annual general meeting of the Company to be held in 2008 and is subject to retirement by rotation at the annual general meetings of the Company in accordance with the Articles.

8.3 Mr. Chien Lee (aged 54)

Mr. Chien Lee (“Mr. Lee”) was appointed an Independent Non-executive Director of the Company in March 2005. He is the chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr. Lee is a private investor and is a non-executive director of Hysan Development Company Limited and Swire Pacific Limited, both listed on the Hong Kong Stock Exchange. He is also a Council Member of The Chinese University of Hong Kong and The Hong Kong Institute of Education. He received a Bachelor of Science Degree in Mathematical Sciences, a Master of Science Degree in Operations Research (1975) and an MBA Degree (1979) from Stanford University, California, U.S.A. Save as disclosed above, Mr. Lee did not hold any

directorships in other listed public companies in the past 3 years.

Mr. Lee is the nephew of Mrs. Christina Lee Look Ngan Kwan, who is a Non-executive Director and a member of the Executive Committee of the Company. Mr. Lee is a cousin of Mr. Anthony Lee Hsien Pin, an alternate Director of the Company. Save for the aforesaid, he has no other financial or family relationships with any other directors, senior management, or substantial or controlling shareholders of the Company.

Pursuant to a letter of appointment dated 15 December 2005, Mr. Lee consented to continue to act as an Independent Non-executive Director of the Company for a fixed term commencing from 25 May 2005 until the annual general meeting of the Company to be held in 2008 and is subject to retirement by rotation at the annual general meetings of the Company in accordance with the Articles.

8.4 Mr. Kevin Lo Chung Ping (aged 71)

Mr. Lo was first appointed Director of the Company in 1977. He is a Non-executive Director and a member of the Executive Committee of the Company. He joined the Company in 1966 as Project Engineer and as General Manager from 1978 to 1980. He is also an executive director of Gold Peak Industries (Holdings) Limited, a company listed on the Hong Kong Stock Exchange. Save as disclosed above, Mr. Lo did not hold any directorships in other listed public companies in the past three years.

Mr. Lo does not have any financial or family relationships with any other directors, senior management, or substantial or controlling shareholders of the Company.

Pursuant to a letter of appointment dated 24 May 2006, Mr. Lo consented to continue to act as a Non-executive Director of the Company for a fixed term commencing from 24 May 2006 until the annual general meeting of the Company to be held in 2009 and is subject to retirement by rotation at the annual general meetings of the Company in accordance with the Articles.

* *In determining the Directors to retire by rotation at the Annual General Meeting, it was agreed by Mr. Kevin Lo Chung Ping, who is one of the longest Directors in office since his last re-election (Dr. Li Dak Sum was also reelected on the same date), that he shall retire and being eligible, offer himself for re-election at the Annual General Meeting.*

9. As at the Latest Practicable Date, with the exception of Dr. Chow and Mr. Lee, 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.

	No. of ordinary shares of HK\$0.05 each				Percentage of issued capital (%)
	Personal interests	Family interests	Corporate interests	Total interests	
Chow Yei Ching	100,000	–	–	100,000	0.02%
Chien Lee	400,000	–	–	400,000	0.09%

All the interests held by Dr. Chow and Mr. Lee stated above represent long positions.

10. The Directors shall be entitled to Director's remuneration as recommended by the Remuneration Committee of the Company and determined by the Board and, if required, approved by Shareholders in general meeting. The Director's remuneration shall be determined by reference to their duties and responsibilities in the Group as well as the overall performance of the Company and the Group and the prevailing market situation.

Pursuant to shareholders' approval at the annual general meeting of the Company held on 24 May 2006, a Director's fee of HK\$75,000 per annum was fixed. The aforesaid Director's fee does not include any additional fees payable to Directors serving on the Board Committees, which have been approved by the Board at its meeting on 22 March

2006 pursuant to Article 101 of the Articles, are set out below:

Committee	Fee (HK\$ per annum) Effective from 1 July 2006
Executive Committee	
Chairman	–
Member	75,000
Audit Committee	
Chairman	140,000
Member	50,000
Remuneration Committee	
Chairman	40,000
Member	30,000

Director(s) appointed during the year shall be entitled to Director's fee and other additional fees payable to Directors serving on the Board Committees to be paid on a pro rata basis by reference to his length of services in the Company for the year.

The fees paid during the year ended 31 December 2007 to the Directors who stand for election and re-election at the Annual General Meeting are set out below:

	Director <i>HK\$</i>	Member of Executive Committee <i>HK\$</i>	Member of Audit Committee <i>HK\$</i>	Member of Remuneration Committee <i>HK\$</i>
Gordon Siu Kwing Chue	35,959	–	23,973	–
Chow Yei Ching	75,000	–	–	–
Chien Lee	75,000	–	50,000	40,000*
Kevin Lo Chung Ping	75,000	75,000	–	–

* *Fee paid to Mr. Lee as the Chairman of the Remuneration Committee for the year.*

Increase in Directors' fee

- In relation to agenda item No. (5), it was recommended to consider an increase in the Director's fee from HK\$75,000 per annum to HK\$100,000 per annum to be effective from 1 July 2008 to align with the prevailing market rate.

Amendments to Articles of Association

- In relation to agenda item No. (7), and further to a review of the Articles, it is proposed that certain provisions in the Articles should be amended to bring them in line with the prevailing Listing Rules and the Broadcasting Ordinance.

General Mandates to Issue and Repurchase Shares

- In relation to agenda Item (8), the purpose of this resolution is to give a General Mandate to authorise the Directors to issue additional shares.
- In relation to agenda Item (9), the purpose of this resolution is to give a General Mandate to authorise the Directors to repurchase issued shares.
- In relation to agenda Item (10), the purpose of this resolution is to extend the authority given under Resolution (8) to shares repurchased under the authority given in Resolution (9).

Right to Demand a Poll

- Pursuant to Article 73 of the Articles, 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.

17. Pursuant to Article 73 of the Articles, 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 on the websites of the Company and the Hong Kong Stock Exchange.

As at the date of this announcement, the Board comprises:

Executive Directors:

Sir Run Run SHAW, *G.B.M.* (Executive Chairman)

Dr. Norman LEUNG Nai Pang, *G.B.S., LL.D., J.P.* (Executive Deputy Chairman)

Mona FONG (Deputy Chairperson and Acting Managing Director)

Non-executive Directors:

Dr. CHOW Yei Ching, *G.B.S.*

Christina LEE LOOK Ngan Kwan

Kevin LO Chung Ping

Independent Non-executive Directors:

Edward CHENG Wai Sun, *S.B.S., J.P.*

Chien LEE

Dr. LI Dak Sum, *DSSc. (Hon.), J.P.*

Gordon SIU Kwing Chue, *G.B.S., J.P.*

Alternate Director:

Anthony LEE Hsien Pin (*Alternate Director to Christina LEE LOOK Ngan Kwan*)