

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to the 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 announcement.



ASIA TELEVISION HOLDINGS LIMITED

亞洲電視控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 707)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Asia Television Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Friday, 29 November 2019 at Studio No. 8, G/F, 33 Dai Shing Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolution set out below:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional subscription agreement dated 24 September 2019 (the “**Subscription Agreement**”) (as amended and supplemented by a letter of confirmation dated 7 November 2019) entered into between the Company as issuer and Mr. Deng Junjie as subscriber in relation to the issue of unlisted convertible bonds (the “**Convertible Bonds**”) in an aggregate principal amount of HK\$400,000,000 at the conversion price of HK\$0.1 per conversion share (subject to adjustments) and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Bonds and the allotment and issue of the conversion shares (the “**Conversion Shares**”) upon exercise of conversion rights attaching to the Convertible Bonds) be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the “**Director(s)**”) be and is hereby granted a specific mandate to allot and issue the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds; and

- (c) any one Director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Subscription Agreement including without limitation the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares from time to time upon exercise of the conversion rights pursuant to the terms of the Convertible Bonds and to agree to any variation, amendment or waiver of terms of the Subscription Agreement as are, in the opinion of such Director, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreement.”

By order of the Board
Asia Television Holdings Limited
Deng Junjie
Chairman

Hong Kong, 11 November 2019

Head Office and Principal Place of Business:

33 Dai Shing Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. Where there are joint registered holders of any share, any one of such persons may vote at any the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 26 November 2019 to Friday, 29 November 2019 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Monday, 25 November 2019.

As at the date of this announcement, the board of Directors comprises Mr. Deng Junjie, Mr. Wang Jiasi, Mr. Chan Wai Kit, Mr. Sze Siu Bun and Ms. Sun Tingting as executive Directors, Ms. Han Xingxing, Mr. Li Yu and Ms. Wong Chi Yan as independent non-executive Directors.