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## **i-CABLE COMMUNICATIONS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 1097)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of i-CABLE Communications Limited (the “**Company**”) will be held at Ballroom, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 18 June 2020 at 3:00 p.m. for the following purposes:

1. to receive the audited consolidated financial statements for the year ended 31 December 2019 and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company thereon;
2. to re-elect the following retiring Directors:
  - (a) Tan Sri Dato’ David Chiu as a non-executive Director;
  - (b) Mr. Lie Ken Jie Remy Anthony Ket Heng as a non-executive Director;
  - (c) Ms. Ng Yuk Mui Jessica as a non-executive Director;
  - (d) Mr. Andrew Wah Wai Chiu as an executive Director; and
  - (e) Dr. Hu Shao Ming Herman as an independent non-executive Director;
3. to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. to re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration;

and as special business to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares in the capital of the Company (the “**Shares**”) be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of Shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution), and the said approval 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 law to be held; and
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed the aggregate of:

(i) 20% of the aggregate number of Shares in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution); and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders pursuant to Resolution 7 set out in the notice convening this meeting) the number of Shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of Shares in issue at the date of passing this Resolution) (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of shares after the 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 law to be held; and

(iii) the revocation or variation of the approval given under this Resolution by ordinary resolution of the Shareholders in general meeting; and

**“Rights Issue”** means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Company or by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors 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** the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with any additional Shares pursuant to Resolution 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such further additional Shares as shall represent the aggregate number of Shares bought back by the Company subsequent to the time of passing the said Resolution 6, provided that the number of Shares so added shall not exceed 10% of the aggregate number of Shares in issue at the date of passing Resolution 5 set out in the notice convening this meeting (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of the said Resolution 5).”

By Order of the Board  
**i-CABLE COMMUNICATIONS LIMITED**  
**Kwok Chi Kin**  
*Company Secretary*

Hong Kong, 24 April 2020

*Registered Office:*  
7th Floor, Cable TV Tower,  
9 Hoi Shing Road,  
Tsuen Wan,  
Hong Kong

*Notes:*

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint, at his/her own choice, another person as his/her proxy to attend and to speak, and in the event of a poll, to vote in his stead. A proxy need not be a member of the Company. He/she may appoint separate proxies to represent respectively such number of shares in the Company registered under his/her name. In light of the continuing risks posed by the coronavirus disease 2019 (“**COVID-19**”) pandemic, however, the Company strongly encourages Shareholders NOT to attend this meeting in person, and advises Shareholders to appoint the chairman of the annual general meeting (“**AGM**”) of the Company held on Thursday, 18 June 2020 rather than a third party as their proxy to vote according to their indicated voting instructions as an alternative to attending this meeting (or any adjournment thereof) in person.
- (b) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power of attorney or authority) must be deposited at the share registrar of the Company (the “**Registrar**”), Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 3:00 p.m. on Tuesday, 16 June 2020, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding such adjourned meeting. Forms of proxy sent electronically or by any other data transmission will not be accepted.
- (c) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) Where there are joint registered holders of any Shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

- (e) With reference to the ordinary resolution proposed under item (6) above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the mandate to be given thereunder.
- (f) The register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020, both days inclusive, during which period no transfer of Shares can be registered. In order to ascertain Shareholders' rights for the purpose of attending and voting at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 12 June 2020.
- (g) If a typhoon signal No. 8 or above is in force at 12:00 noon on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.i-cablecomm.com](http://www.i-cablecomm.com)) to notify the Shareholders of the date, time and venue of the rescheduled meeting.
- (h) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the arrangements of this meeting at short notice. Shareholders should check any future announcement(s) which may be published by the Company.

*As at the date of this notice, the Board comprises eleven Directors, namely Tan Sri Dato' David Chiu (Chairman), Dr. Cheng Kar-Shun, Henry (Vice-chairman), Mr. Tsang On Yip, Patrick, Mr. Hoong Cheong Thard, Mr. Lie Ken Jie Remy Anthony Ket Heng and Ms. Ng Yuk Mui Jessica as non-executive Directors, Mr. Andrew Wah Wai Chiu as executive Director, and Mr. Lam Kin Fung, Jeffrey, Dr. Hu Shao Ming Herman, Mr. Luk Koon Hoo, Roger and Mr. Tang Sing Ming Sherman as independent non-executive Directors.*