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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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i-CABLE COMMUNICATIONS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1097)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 8 of this circular.

A notice convening the AGM to be held at Ballroom, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 10 June 2021 at 3:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed herein.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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, 8 June 2021, or in case of any adjournment thereof, not later than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding such adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

Shareholders are advised to read the section headed "Precautionary Measures for the Annual General Meeting" in this circular for further details of our precautionary measures for the AGM in relation to COVID-19, and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) regarding such measures as appropriate.

27 April 2021

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2019 LCS”	the unlisted long-term convertible bonds issued by the Company to Forever Top in the principal amount of HK\$568 million in June 2019 and which can be converted into 4,544,000,000 new Shares upon its full conversion
“2021 LCS”	the unlisted long-term convertible bonds issued by the Company to Forever Top in the principal amount of HK\$200 million in March 2021 and which can be converted into 2,941,176,470 new Shares upon its full conversion
“AGM”	the annual general meeting of the Company to be held at Ballroom, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 10 June 2021 at 3:00 p.m. (or any adjournment thereof)
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Business Day”	any day on which banks are generally open for business in Hong Kong (excluding Saturday and Sunday)
“Buy-back Mandate”	the general mandate to be granted to the Directors to buy back the Shares on the Stock Exchange representing up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution(s)
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	coronavirus disease 2019
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company”	i-CABLE Communications Limited (Stock Code: 1097), a company incorporated under the laws of Hong Kong and the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules, as amended and supplemented from time to time
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general mandate to be granted to the Directors to extend the Issuance Mandate by the number of any Shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate
“Forever Top”	Forever Top (Asia) Limited
“Group”	collectively, the Company, its subsidiaries and consolidated structured entities
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	the general mandate to be granted to the Directors to allot, issue and otherwise deal with the Shares subject to a restriction that the aggregate number of Shares to be allotted or agreed to be allotted must not exceed 20% of the total number of Shares in issue as at the date of passing the relevant resolution(s)
“Latest Practicable Date”	21 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Registrar”	the share registrar of the Company, being Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Retiring Directors”	the Directors proposed for re-election at the AGM, namely (i) Dr. Cheng Kar-Shun, Henry as a non-executive Director; and (ii) Mr. Lam Kin-Fung, Jeffrey, Mr. Luk Koon Hoo, Roger and Mr. Tang Sing Ming Sherman as independent non-executive Directors

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Share Buy-backs Code”	the Code on Share Buy-backs, as amended and supplemented from time to time
“Share Option Scheme”	the share option scheme adopted by the Company on 24 May 2018
“Share Option(s)”	the share option(s) to subscribe for Share(s) granted under the Share Option Scheme
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers, as amended and supplemented from time to time
“%”	per cent.

References to time and dates in this circular are to time and dates in Hong Kong.

LETTER FROM THE BOARD



i-CABLE COMMUNICATIONS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1097)

Non-executive Directors:

Tan Sri Dato' David Chiu (*Chairman*)
Dr. Cheng Kar-Shun, Henry *GBM, GBS (Vice-chairman)*
Mr. Tsang On Yip, Patrick
Mr. Hoong Cheong Thard
Mr. Lie Ken Jie Remy Anthony Ket Heng
Ms. Ng Yuk Mui Jessica

Registered office:

7th Floor, Cable TV Tower,
9 Hoi Shing Road,
Tsuen Wan,
Hong Kong

Executive Director:

Mr. Andrew Wah Wai Chiu

Independent non-executive Directors:

Mr. Lam Kin-Fung, Jeffrey *GBS, JP*
Dr. Hu Shao Ming Herman *SBS, JP*
Mr. Luk Koon Hoo, Roger *BBS, JP*
Mr. Tang Sing Ming Sherman

27 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information in connection with the ordinary resolutions to be proposed at the forthcoming AGM to be held on Thursday, 10 June 2021 to, amongst others, (i) re-elect the Retiring Directors, (ii) grant general mandates to the Directors to buy back Shares and to issue new Shares, and (iii) the giving of notice of the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently comprises eleven Directors, namely, (i) Tan Sri Dato' David Chiu, Dr. Cheng Kar-Shun, Henry, 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; (ii) Mr. Andrew Wah Wai Chiu as executive Director; and (iii) 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.

In accordance with Article 106(A) of the Articles of Association, at each annual general meeting of the Company, 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), who are not Directors in respect of whom the provisions of Article 97 of the Articles of Association apply, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Dr. Cheng Kar-Shun, Henry as non-executive Director and Mr. Lam Kin-Fung, Jeffrey, Mr. Luk Koon Hoo, Roger and Mr. Tang Sing Ming Sherman as independent non-executive Directors will retire at the AGM by rotation and, being eligible, offer themselves for re-election at the AGM.

Mr. Luk Koon Hoo, Roger has served as an independent non-executive Director since September 2010 for more than 10 years. Pursuant to Code A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, (a) such service to the Company for more than nine years could be relevant to determining an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders at the forthcoming annual general meeting of the Company. During his tenure, Mr. Luk has demonstrated his ability to provide an independent view to the Company's matters. Notwithstanding his years of service as an independent non-executive Director, the Board and the Nomination Committee are of the view that Mr. Luk has wide experience in accounting and finance management, which put him in a strong position of giving invaluable insight to the Group's business development and finance management. Besides, Mr. Luk is equipped with integrity, skills and experience to continue fulfilling the role of an independent non-executive Director. Mr. Luk's long service on the Board would not affect him from bringing fresh perspectives and exercising independent judgement and thus the Board recommends him for re-election at the AGM.

LETTER FROM THE BOARD

Mr. Lam Kin-Fung, Jeffrey has served as an independent non-executive Director and he is subject to retirement and re-election at the AGM. He holds directorships in more than seven listed companies (including the Company). Notwithstanding this, since his appointment, Mr. Lam has attended most of the Board and Board committee meetings where his attendance was required, and has made valuable contributions to the Board with his experience in different fields. Moreover, Mr. Lam's directorships in the other listed companies are non-executive in nature. On this basis, the Board and the Nomination Committee believe that Mr. Lam will be able to continue to devote sufficient time to the Board and Board committee, and recommend his re-election as an independent non-executive Director at the AGM.

Each of Mr. Lam Kin-Fung, Jeffrey, Mr. Luk Koon Hoo, Roger and Mr. Tang Sing Ming Sherman, the independent non-executive Directors, has provided to the Company a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that they are independent.

Details of the Retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

GENERAL MANDATES FOR BUY-BACK AND ISSUE OF SHARES

At the annual general meeting of the Company held on 18 June 2020, an ordinary resolution was passed giving general mandates to the Directors to allot, issue and otherwise deal with the Shares subject to, inter alia, a restriction that the aggregate number of Shares to be allotted or agreed to be allotted must not exceed 20% of the total number of Shares in issue as at the date of passing such resolution.

Pursuant to the Companies Ordinance and the Listing Rules, the general mandate mentioned above will lapse at the conclusion of the AGM, unless renewed at that meeting.

Resolutions will be proposed at the AGM to grant to the Directors the Buy-back Mandate, the Issuance Mandate and the Extension Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 7,134,623,520 Shares. Subject to the passing of the resolutions approving the Buy-back Mandate, the Issuance Mandate and the Extension Mandate and assuming that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the passing of the relevant resolutions at the AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 713,462,352 Shares and under the Issuance Mandate to issue a maximum of 1,426,924,704 Shares (subject to the Extension Mandate).

As at the Latest Practicable Date, the Company had no immediate plan to repurchase any Shares under the Buy-back Mandate or issue any new Shares under the Issuance Mandate.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules to provide the requisite information in connection with the Buy-back Mandate is set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Ballroom, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 10 June 2021 at 3:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to, amongst others, re-elect the Retiring Directors and grant the Buy-back Mandate, the Issuance Mandate and the Extension Mandate.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 7 June 2021 to Thursday, 10 June 2021, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM. All transfers of Shares accompanied by the relevant share certificates and transfer forms 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, 4 June 2021.

ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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, 8 June 2021, 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.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. None of the Shareholders is required to abstain from voting on any resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Articles of Association.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in

LETTER FROM THE BOARD

this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider the proposed resolutions in relation to the re-election of the Retiring Directors and the grant of the Buy-back Mandate, the Issuance Mandate and the Extension Mandate to be put forward at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
i-CABLE COMMUNICATIONS LIMITED
Kwok Chi Kin
Company Secretary

The following are the relevant information relating to the Retiring Directors proposed to be re-elected at the AGM:

Dr. CHENG Kar-Shun, Henry (“Dr. Cheng”) *GBM, GBS*, aged 74, was appointed as the vice-chairman of the Board and a non-executive director of the Company in September 2017. Dr. Cheng is the chairman and executive director of New World Development Company Limited, NWS Holdings Limited and Chow Tai Fook Jewellery Group Limited, the chairman and non-executive director of New World Department Store China Limited and FSE Services Group Limited, and a non-executive director of DTXS Silk Road Investment Holdings Company Limited, all of them are listed public companies in Hong Kong. He was an independent non-executive director of HKR International Limited and Hang Seng Bank Limited up to his resignation on 31 March 2018 and retirement on 10 May 2018 respectively, the chairman and non-executive director of Newton Resources Ltd up to his resignation on 9 April 2018, and a non-executive director of SJM Holdings Limited up to his retirement on 11 June 2019, all of them are listed public companies in Hong Kong. He is a director and honorary chairman of New World China Land Limited. He is a director of Cheng Yu Tung Family (Holdings) Limited, Cheng Yu Tung Family (Holdings II) Limited, Chow Tai Fook Capital Limited, Chow Tai Fook (Holding) Limited and Chow Tai Fook Enterprises Limited. Dr. Cheng is also a director of Forever Top, a controlling shareholder of the Company.

Dr. Cheng is the chairman of the Advisory Council for The Better Hong Kong Foundation. He was a Standing Committee Member of the Twelfth Chinese People’s Political Consultative Conference of The People’s Republic of China. Dr. Cheng was awarded the Gold Bauhinia Star and the Grand Bauhinia Medal in 2001 and 2017 respectively by the Government of the Hong Kong Special Administrative Region.

Dr. Cheng is the uncle of the spouse of Mr. Tsang On Yip, Patrick, a non-executive director of the Company.

Dr. Cheng received a director’s fee of HK\$60,000 for the year ended 31 December 2020. Dr. Cheng’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group’s performance and the prevailing market conditions.

Dr. Cheng has entered into an appointment letter with the Company pursuant to which he has agreed to act as a non-executive Director for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment. Dr. Cheng is also subject to the retirement requirements in accordance with the Articles of Association and the Corporate Governance Code.

As at the Latest Practicable Date, Dr. Cheng was interested in 63,785,600 underlying Shares attached to the Share Option granted under the Share Option Scheme. Save as disclosed, Dr. Cheng did not have any interests in the Shares within the meaning of Part XV of the SFO. Besides, Forever Top, a controlling shareholder of the Company, is owned as to 31.5% by Celestial Pioneer Limited, which is wholly-owned by Dr. Cheng.

Mr. LAM Kin-Fung, Jeffrey (“Mr. Lam”) *GBS, JP*, aged 69, was appointed as an independent non-executive director of the Company in September 2017. He is also the chairman and a member of the compensation committee of the Company and a member of the nomination committee of the Company. Mr. Lam holds a bachelor degree in mechanical engineering from Tufts University in the United States. He has over 40 years of experience in the toy industry and is currently the managing director of Forward Winsome Industries Limited which is engaged in toy manufacturing.

Mr. Lam is an independent non-executive director of Chow Tai Fook Jewellery Group Limited, C C Land Holdings Limited, China Overseas Grand Oceans Group Limited, Wynn Macau, Limited, CWT International Limited, Wing Tai Properties Limited, Analogue Holdings Limited and China Strategic Holdings Limited, all of which are listed public companies in Hong Kong.

Mr. Lam is a member of the National Committee of the Chinese People’s Political Consultative Conference. He also holds a number of other public and community service positions including being a non-official member of the Executive Council and a member of the Legislative Council in Hong Kong, a general committee member of the Hong Kong General Chamber of Commerce, the chairman of Independent Commission Against Corruption (ICAC) Complaints Committee, a director of the Hong Kong Mortgage Corporation Limited and a member of the board of directors of Heifer International-Hong Kong.

Mr. Lam received a director’s fee of HK\$60,000 for the year ended 31 December 2020. Mr. Lam’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group’s performance and the prevailing market conditions.

Mr. Lam has entered into an appointment letter with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment. Mr. Lam is also subject to the retirement requirements in accordance with the Articles of Association and the Corporate Governance Code.

Mr. LUK Koon Hoo, Roger (“Mr. Luk”) *BBS, JP*, aged 69, has been an independent non-executive director of the Company since September 2010. He also serves as the chairman and a member of the Company’s Audit Committee and a member of each of the Company’s Compensation Committee and Nomination Committee. He has over 30 years of comprehensive experience in accounting and financial management. He joined Hang Seng Bank in 1975, became the bank’s director and deputy chief executive in 1994 and then became managing director and deputy chief executive of the bank in 1996 until his retirement in May 2005. Mr. Luk is an independent non-executive director of four companies publicly listed in Hong Kong, namely, China Properties Group Limited, Computime Group Limited, Hung Hing Printing Group Limited and Harbour Centre Development Limited. Mr. Luk was formerly an independent non-executive director of Wheelock Properties Limited, formerly a listed public company until it became a wholly-owned subsidiary of Wheelock and Company Limited in July 2010, from February 2008 to July 2010. He also serves as a council member of The Chinese University of Hong Kong and a non-executive director (non-official) of Urban Renewal Authority. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission, the Barristers Disciplinary Tribunal Panel, the Operations Review Committee of ICAC and the Town Planning Board. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, and also a member of the first Election Committee of the Legislative Council.

Mr. Luk graduated with a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and also holds a Master of Business Administration Degree granted by The Chinese University of Hong Kong. He is a fellow of The Hong Kong Institute of Bankers. He is also a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services.

Mr. Luk received a director’s fee of HK\$80,000 (including a fee of HK\$20,000 in the capacity as a member of the Audit Committee) for the year ended 31 December 2020. Mr. Luk’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group’s performance and the prevailing market conditions.

Mr. Luk has entered into an appointment letter with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment. Mr. Luk is also subject to the retirement requirements in accordance with the Articles of Association and the Corporate Governance Code.

Mr. TANG Sing Ming Sherman (“Mr. Tang”) aged 64, has been appointed an Independent Non-executive Director of the Company since January 2014. He is also a member of the audit committee of the Company. He holds a Master degree in Electrical Engineering and a degree of Doctor in Medicine from the University of Southern California, the United States of America. Mr. Tang is a seasoned entrepreneur in the hospitality industry and has over 20 years of experience in investment and operation of restaurants, cafes and bars. He is the founder and owner of the Epicurean Group and also served as the chairman and chief executive officer of Epicurean and Company, Limited (now known as StarGlory Holdings Company Limited), a listed public company in Hong Kong, until his resignation in November 2016.

Mr. Tang is the brother of the sister-in-law of Tan Sri Dato’ David Chiu, a non-executive director of the Company, and the brother of the aunt of Mr. Andrew Wah Wai Chiu, an executive director of the Company.

Mr. Tang received a director’s fee of HK\$80,000 (including a fee of HK\$20,000 in the capacity as a member of the Audit Committee) for the year ended 31 December 2020. Mr. Tang’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group’s performance and the prevailing market conditions.

Mr. Tang has entered into an appointment letter with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment. Mr. Tang is also subject to the retirement requirements in accordance with the Articles of Association and the Corporate Governance Code.

Mr. Tang was appointed as the sole director of Belwide Limited, a private company incorporated in Hong Kong, on 10 September 2011 and remained as a director of Belwide Limited until 16 April 2020. Belwide Limited commenced a creditors’ voluntary winding up on 11 August 2020 (the “Voluntary Winding Up”). Joint and several liquidators of Belwide Limited were appointed on 11 August 2020. Immediately prior to the Voluntary Winding Up, Belwide Limited was engaged in the operation of a restaurant in Hong Kong. As at 12 August 2020, Mr. Tang remained as the sole ultimate beneficial shareholder of Belwide Limited. Mr. Tang has informed the Company that based on the information available to him, as at 12 August 2020, the total amount of claims received by the liquidators was approximately HK\$9.7 million and the Voluntary Winding Up is still in process.

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, (i) none of the Retiring Directors had any interest (within the meaning of Part XV of the SFO) in the securities of the Company; (ii) none of the Retiring Directors held other positions with the Company or other members of the Group; (iii) none of the Retiring Directors held any directorship in any other listed public company during the preceding three years; (iv) none of the Retiring Directors had any other relationship with any other Directors, senior management or any substantial shareholders or controlling shareholders of the Company; and (v) in relation to the proposed re-election of the Retiring Directors, there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules which provides requisite information in connection with the proposed Buy-back Mandate and also constitutes the memorandum required under Section 239 of the Companies Ordinance:

SHARE CAPITAL

- (i) It is proposed that the Buy-back Mandate will authorise the buy-back by the Company of up to 10% of the total number of Shares in issue at the date of passing the resolution to approve the Buy-back Mandate (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 resolution). As at the Latest Practicable Date, the total number of Shares in issue was 7,134,623,520 Shares. On the basis of such figure (and assuming no new Shares will be issued and no Share will be bought back after the Latest Practicable Date and up to the date of passing such resolution), exercise in full of the Buy-back Mandate would result in the buy-back by the Company of up to 713,462,352 Shares.

REASONS FOR SHARE BUY-BACK

- (ii) The Directors believe that the general authority from the Shareholders to enable the buy-back of Shares is in the best interests of the Company and the Shareholders as a whole. Buy-backs may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of the Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

FUNDING OF BUY-BACK OF SHARES

- (iii) The funds required for any buy-back would be derived from the distributable profits of the Company or such other fundings legally available for such purpose in accordance with the Company's constitutive documents and the applicable laws of Hong Kong.
- (iv) There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent audited financial statements for the year ended 31 December 2020) in the event that the Buy-back Mandate was exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

UNDERTAKING

- (v) There are no Directors or (to the best of the knowledge of the Directors) any close associates of the Directors who have a present intention, in the event that the Buy-back Mandate is granted by the Shareholders, to sell Shares to the Company.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy-back the Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

EFFECT OF THE TAKEOVERS CODE AND THE SHARE BUY-BACKS CODE

- (vii) Pursuant to Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code, if as a result of a Share bought by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.
- (viii) As at the Latest Practicable Date, as recorded in the register required to be kept by the Company pursuant to Section 336 under Part XV of the SFO and to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Forever Top was interested in 10,568,899,364 Shares, which comprised (i) 3,083,722,894 Shares held by Forever Top; (ii) 4,544,000,000 new Shares to be issued by the Company to Forever Top upon full exercise of the conversion rights attached to the 2019 LCS; and (iii) 2,941,176,470 new Shares to be issued by the Company to Forever Top upon full exercise of the conversion rights attached to the 2021 LCS.

Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the Buy-back Mandate, and in the event that the Directors exercise in full the power to buy back Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM, the shareholding of Forever Top in the Company in respect of the 3,083,722,894 Shares held would be increased from approximately 43.22% to approximately 48.02% of the total number of Shares in issue. As such, such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors will be cautious in exercising the Buy-back Mandate and they currently have no intention to exercise the Buy-back Mandate to such extent as would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

- (ix) Save as disclosed above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy-backs pursuant to the Buy-back Mandate.
- (x) In addition, the Directors also have no intention to buy back Shares which would result in the amount of Shares held by the public being reduced to less than 25% of the total number of Shares in issue.

OTHER DISCLOSURES

- (xi) No buy-back has been made by the Company of Shares in the six months immediately prior to the Latest Practicable Date.
- (xii) No core connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell Shares to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

SHARE PRICE

- (xiii) The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous twelve months are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2020	0.065	0.053
May 2020	0.061	0.051
June 2020	0.078	0.046
July 2020	0.070	0.058
August 2020	0.152	0.060
September 2020	0.067	0.057
October 2020	0.061	0.057
November 2020	0.073	0.056
December 2020	0.075	0.061
January 2021	0.064	0.059
February 2021	0.079	0.060
March 2021	0.072	0.064
April 2021 (up to Latest Practicable Date)	0.071	0.064

NOTICE OF ANNUAL GENERAL MEETING



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, 10 June 2021 at 3:00 p.m. for the following purposes:

1. to receive the audited consolidated financial statements for the year ended 31 December 2020 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) Dr. Cheng Kar-Shun, Henry as a non-executive Director;
 - (b) Mr. Lam Kin-Fung, Jeffrey as an independent non-executive Director; and
 - (c) Mr. Tang Sing Ming Sherman as an independent non-executive Director;
3. to re-elect Mr. Luk Koon Hoo, Roger as an independent non-executive Director;
4. to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
5. 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:

6. “**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

7. “**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

NOTICE OF ANNUAL GENERAL MEETING

- (ii) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders pursuant to Resolution 8 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).”

- 8. **“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 7 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 7, 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 6 set out

NOTICE OF ANNUAL GENERAL MEETING

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 6).”

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

Hong Kong, 27 April 2021

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, 10 June 2021 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) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (c) 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, 8 June 2021, 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.
- (d) 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.
- (e) 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.
- (f) With reference to the ordinary resolution proposed under item (7) 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.

NOTICE OF ANNUAL GENERAL MEETING

- (g) The register of members of the Company will be closed from Monday, 7 June 2021 to Thursday, 10 June 2021, 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, 4 June 2021.
- (h) 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) and the Company's website (www.i-cablecomm.com) to notify the Shareholders of the date, time and venue of the rescheduled meeting.
- (i) Considering of the recent development of the epidemic caused by COVID-19, the Company will implement the following precautionary measures at the meeting to protect the health and safety of the Shareholders who might be attending the meeting in person:
1. Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the AGM venue;
 2. Every attendee will be required to wear a surgical face mask throughout the meeting. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks;
 3. Seating at the meeting will be arranged so as to maintain appropriate social distance among the attendees;
 4. Attendees will be accommodated in separate partitioned rooms or areas of not more than 20 persons (or such number as may be allowed under the Prevention and Control of Disease (Prohibition or Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong)) each; and
 5. No corporate gifts or refreshments or drinks will be distributed.
- (j) 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

With the outbreak and spreading of COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM:

- (1) There will be compulsory body temperature screening for all attendees of the AGM before entering the AGM venue. Any person with a temperature of over 37.3 degrees celsius will not be admitted to the AGM venue.
- (2) All attendees of the AGM will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the AGM. Please note that no masks will be provided at the AGM and attendees should bring and wear their own masks. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM. Hand sanitizer will be provided.
- (3) No corporate gifts or refreshments or drinks will be distributed.
- (4) Attendees will be accommodated in separate partitioned rooms or areas of not more than 20 persons (or such number as may be allowed under the Prevention and Control of Disease (Prohibition or Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong)) each.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue. Attendees who do not comply with the precautionary measures (1) to (2) above may be denied entry to the AGM venue, at the discretion of the Company to the extent permitted by law.

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

Shareholders are advised to read this section carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) regarding such measures as appropriate.

Health education materials and up-to-date development on COVID-19 can be found on the Centre for Health Protection website (www.chp.gov.hk) and the website of the HKSAR Government on COVID-19 (www.coronavirus.gov.hk).