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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 9 of this circular.

A notice convening the AGM to be held at Regency Ballroom I, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 16 June 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 3:00 p.m. on Wednesday, 14 June 2023, 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.

23 May 2023

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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 Regency Ballroom I, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 16 June 2023 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
“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
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules, as amended and supplemented from time to time

DEFINITIONS

“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”	18 May 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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; (ii) Mr. Lie Ken Jie Remy Anthony Ket Heng as an executive Director; (iii) Mr. To Chi Hak as an executive Director; (iv) Dr. Luk Wai Ki Elvis as an executive Director; (v) Ms. Ng Yuk Mui Jessica as a non-executive Director; and (vi) Dr. Hu Shao Ming Herman as an independent non-executive Director

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“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 Codes on Takeovers and Mergers and Share Buy-backs, 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)

Dr. Cheng Kar-Shun, Henry *GBM, GBS*

(Chairman, Non-executive Director)

Mr. Tsang On Yip, Patrick

(Vice-chairman, Executive Director)

Mr. Lie Ken Jie Remy Anthony Ket Heng *(Executive Director)*

Mr. To Chi Hak *(Executive Director)*

Dr. Luk Wai Ki Elvis *(Executive Director)*

Ms. Ng Yuk Mui Jessica *(Non-executive Director)*

Mr. Lam Kin Fung Jeffrey *GBS, JP*

(Independent non-executive Director)

Dr. Hu Shao Ming Herman *SBS, JP*

(Independent non-executive Director)

Mr. Luk Koon Hoo, Roger *BBS, JP*

(Independent non-executive Director)

Mr. Tang Sing Ming Sherman

(Independent non-executive Director)

Registered Office:

7th Floor, Cable TV Tower,

9 Hoi Shing Road,

Tsuen Wan,

Hong Kong

23 May 2023

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 Friday, 16 June 2023 to, amongst others, (i) re-elect the Retiring Directors (including Dr. Hu Shao Ming Herman, who has served as an independent non-executive Director for more than nine years), (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 ten Directors, namely, Dr. Cheng Kar-Shun, Henry (Chairman) as non-executive Director; Mr. Tsang On Yip, Patrick (Vice-chairman), Mr. Lie Ken Jie Remy Anthony Ket Heng, Mr. To Chi Hak and Dr. Luk Wai Ki Elvis as executive Directors; Ms. Ng Yuk Mui Jessica as non-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.

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, (i) Dr. Cheng Kar-Shun, Henry as a non-executive Director; (ii) Mr. Lie Ken Jie Remy Anthony Ket Heng as an executive Director; (iii) Ms. Ng Yuk Mui Jessica as a non-executive Director; and (iv) Dr. Hu Shao Ming Herman (“**Dr. Hu**”) as an independent non-executive Director will retire at the AGM by rotation, and being eligible, offer themselves for re-election at the AGM.

Mr. To Chi Hak and Dr. Luk Wai Ki Elvis were appointed as executive Directors as additions to the Board with effect from 3 May 2023. In accordance with Article 97 of the Articles of Association, Mr. To Chi Hak and Dr. Luk Wai Ki Elvis will hold office until the next following general meeting of the Company. Accordingly, Mr. To Chi Hak and Dr. Luk Wai Ki Elvis will retire at the AGM, and being eligible, offer themselves for re-election at the AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive director has served more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Dr. Hu has served as an independent non-executive Director since April 2012 for more than nine years, and a separate resolution will be proposed at the AGM to further appoint Dr. Hu as an independent non-executive Director. During his tenure, Dr. Hu 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 of the Company (the “**Nomination Committee**”) are of the view that Dr. Hu is equipped with integrity, skills and experience to continue fulfilling the role of an independent non-executive Director. Dr. Hu’s long service on the Board would not affect him from bringing fresh perspectives and exercising independent judgment and thus the Board recommends him for election at the AGM.

LETTER FROM THE BOARD

In accordance with the terms of reference of the Nomination Committee and the nomination policy of the Company, the Nomination Committee has evaluated the performance and contribution of each of the Retiring Directors during their years of services and reviewed the independence confirmation submitted by Dr. Hu and assessed his independence.

In the evaluation, the Nomination Committee is of the opinion that each of the Retiring Directors has contributed positively to the Board with their extensive knowledge and experience in various fields that is relevant to the Company's business. In addition, their breadth and diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board. In addition, Dr. Hu met the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee is not aware of any relationship or circumstances that might influence Dr. Hu in exercising independent judgement, and is satisfied that Dr. Hu has the required independence to fulfill the role of an independent non-executive Director.

In view of Dr. Hu's professional qualifications, in particular Dr. Hu's extensive experience in commerce, corporate exercise and management level, the Nomination Committee considers that he will further replenish the professional knowledge of the Board and contribute to the diversity of the Board. The Nomination Committee is also of the view that Dr. Hu will continue to bring to the Board his perspectives, skills and experience (as further described in his biography in Appendix I to this circular) and provide independent and balanced views to the Company's affairs. The Nomination Committee therefore considered Dr. Hu to be suitable candidate and nominated him to the Board for its consideration.

Having considered the professional qualifications of Dr. Hu, his independent scope of work in the past years and the current skill mix of the Board, the Nomination Committee and the Board considered that the continuous appointment of Dr. Hu as an independent non-executive Director will bring considerable stability to the Board, and Dr. Hu will continue to provide valuable advice to the business development of the Group and maintain a proper balance between public and corporate interests, whilst having sufficient diversity for the Board to discharge its functions effectively.

Dr. Hu has provided to the Company a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considered that he is independent.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of (i) Dr. Cheng Kar-Shun Henry, (ii) Mr. Lie Ken Jie Remy Anthony Ket Heng, (iii) Mr. To Chi Hak, (iv) Dr. Luk Wai Ki Elvis, (v) Ms. Ng Yuk Mui Jessica and (vi) Dr. Hu. Such proposal will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions. At the AGM, a separate ordinary resolution will be proposed to re-elect Dr. Hu as an independent non-executive Director. The Board also believes that the Directors who are seeking re-election at the AGM have the qualifications and related expertise that will continue to make significant contribution to the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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 14 June 2022, ordinary resolutions were passed giving general mandates to the Directors (i) to buy back Shares subject to, inter alia, a restriction that the aggregate number of Shares to be bought back must not exceed 10% of the total number of Shares in issue as at the date of passing such resolution; (ii) 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 at the date of passing such resolution; and (iii) to exercise the power to extend the general mandate mentioned in (ii) above by an amount representing the aggregate number of Shares bought back by the Company pursuant to the mandate to buy back Shares referred to in (i) above.

Pursuant to the Companies Ordinance and the Listing Rules, the general mandates 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.

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 Regency Ballroom I, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 16 June 2023 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.

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 3:00 p.m. on Wednesday, 14 June 2023, 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 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 (including Dr. Hu who has served as an independent non-executive Director for more than nine years) 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.

LETTER FROM THE BOARD

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 *GBM, GBS (Age: 76)*

Dr. Cheng was appointed as the vice-chairman of the Board and a non-executive Director in September 2017, and re-designated as the chairman of the Board in November 2021. Dr. Cheng is the chairman and executive director of New World Development Company Limited, NWS Holdings Limited and Chow Tai Fook Jewellery Group Limited, and the chairman and non-executive director of FSE Lifestyle Services Limited, all of them are listed public companies in Hong Kong. He was a non-executive director of DTXS Silk Road Investment Holdings Company Limited until his resignation in March 2021, and chairman and a non-executive director of New World Department Store China Limited until his resignation in May 2021, all of which are listed public companies in Hong Kong. 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 (“CTFE”). Dr. Cheng is also a director of each of Forever Top (the controlling shareholder of the Company) and Celestial Pioneer Limited (“**Celestial Pioneer**”) (the controlling shareholder of Forever Top and is wholly-owned by Dr. Cheng).

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, an executive Director.

Dr. Cheng received a director’s fee of HK\$60,000 for the year ended 31 December 2022. 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 not entered into any service contract with the Company and has signed an appointment letter with the Company pursuant to which he has agreed to act as non-executive Director for an initial term of three years and renewable automatically for successive terms of three years, unless terminated in accordance with the terms of his appointment letter. Dr. Cheng is also subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

As at the Latest Practicable Date, Dr. Cheng, through Celestial Pioneer (a company wholly-owned by Dr. Cheng) and Forever Top (a company owned as to 72.0% interests by Dr. Cheng), was deemed to be interested in 11,052,488,230 Shares under the SFO, representing approximately 154.91% of the total number of issued Shares.

Mr. LIE KEN JIE Remy Anthony Ket Heng (*Age: 44*)

Mr. Lie Ken Jie was appointed as a non-executive Director in July 2019, and re-designated as an executive Director in November 2021. He is an authorised representative of the Company. He is also a director of a subsidiary of the Company. He is currently a senior vice president of CTFE with responsibilities in making strategic investments globally. He is also a non-executive director of Greenheart Group Limited, which is a listed public company in Hong Kong. Mr. Lie Ken Jie holds a Master's degree in Finance and a Master's degree in Civil Engineering, both from Imperial College London in the United Kingdom. He is also a director of Forever Top, the controlling shareholder of the Company.

Mr. Lie Ken Jie received a director's fee of HK\$60,000 for the year ended 31 December 2022. Mr. Lie Ken Jie'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. Lie Ken Jie has not entered into any service contract with the Company and has signed an appointment letter with the Company pursuant to which he has agreed to act as an executive Director for an initial term of three years and renewable automatically for successive terms of three years, unless terminated in accordance with the terms of his appointment letter. Mr. Lie Ken Jie is also subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

Mr. TO Chi Hak (*Age: 59*)

Mr. To was appointed as an executive Director in May 2023 and has been appointed as a chief executive officer of the Company (the "CEO") with effect from 3 June 2023. He is a seasoned media executive with over 30 years of experience in television, publication and radio industry in Mainland China and Hong Kong. He has served controller and management roles covering a wide range of media functions from programming and acquisition, production management of documentary, variety and drama projects, to sales and marketing for over a quarter-century. Prior to joining the Group, Mr. To was the deputy general manager of Television Broadcasts Limited from July 2016 to August 2021, and the Chief of Viu Originals of PCCW Services Limited primarily responsible for organising and producing drama series for the regional over-the-top (OTT) service Viu and Hong Kong broadcaster Viu TV from September 2021 to January 2023. Mr. To graduated from the University of Hong Kong in 1985 with a bachelor's degree in social science.

Mr. To has entered into a letter of appointment with the Company as an executive Director for an initial term of three years commencing on 3 May 2023 and renewable automatically for successive terms of three years each unless otherwise agreed between the parties or terminated in accordance with the letter of appointment. He is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. Mr. To has also entered into a service agreement (the "**Service Agreement**") with the Company as the CEO for a fixed term of five years commencing on 3 June 2023, subject to termination by either party during the

first month of employment, on seven days' written notice during the second and third month of employment and thereafter on not less than three months' written notice, or by paying wages in lieu of notice.

Pursuant to the said letter of appointment, Mr. To is entitled to receive a director's fee of HK\$60,000 per annum for his services as an executive Director for the first year of his appointment commencing on 3 May 2023, the amount of which is subject to review by the Board for the years after. Pursuant to the Service Agreement, Mr. To as the CEO is entitled to receive a base salary of HK\$360,000 per month, year-end double pay equivalent to one month of his base salary (pro-rata adjusted for any period shorter than a year), a gratuity payment of HK\$4,500,000 upon the expiry of his five-year employment term as the CEO, discretionary bonus as may be determined based on the overall performance of the Company, market conditions, his performance and any such other factors as the Company deemed appropriate and other benefits. Pursuant to the Service Agreement, on top of the said base monthly salary, Mr. To shall receive a one-off payment equivalent to one month of his base salary in the first month of the his employment term as the CEO. Such remuneration package has been considered and approved by the Board with the recommendation from the compensation committee of the Company (the "**Compensation Committee**"), 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. LUK Wai Ki (*Age: 46*)

Dr. Luk was appointed as an executive Director in May 2023. Dr. Luk joined the Group in April 2020 and is currently a director of the content development division of a subsidiary of the Company.

Dr. Luk is the head of external affairs of CTFE. Prior to his current appointment at CTFE, he was an assistant to the chairman of the board of directors of New World Development Company Limited, a listed public company in Hong Kong. Dr. Luk also served as a principal researcher at Hong Kong Ideas Centre and a senior researcher at the Central Policy Unit of the Government of HKSAR.

Dr. Luk has been appointed by the Government of HKSAR as a member of the Barristers Disciplinary Tribunal Panel, the Mental Health Review Tribunal, the Appeal Tribunal Panel (Buildings), the Municipal Services Appeals Board and the District Fight Crime Committee (Yau Tsim Mong District). Dr. Luk is a founder and a director of CTFE Social Solutions, the philanthropic arm of CTFE that is committed to providing innovative solutions in response to society's challenges. Dr. Luk is a fellow of the Royal Geographical Society with the Institute of British Geographers in the United Kingdom and holds a Doctor of Philosophy degree from the University of Oxford.

Dr. Luk has entered into a letter of appointment with the Company as an executive Director for an initial term of three years commencing on 3 May 2023 and renewable automatically for successive terms of three years each unless otherwise agreed between the parties or terminated in accordance with the letter of appointment. He is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

Pursuant to the said letter of appointment, Dr. Luk is entitled to receive a director's fee of HK\$60,000 per annum for his services as an executive Director for the first year of his appointment commencing on 3 May 2023, the amount of which is subject to review by the Board for the years after. He is also entitled to receive emoluments including a fixed salary of HK\$20,000 per calendar month for his capacity as a director of the content development division of a subsidiary of the Company, and discretionary performance bonus as may be determined based on his performance and his achievement of the target of the division and the Group, as well as and other benefits pursuant to the relevant employment contract. Such remuneration package has been considered and approved by the Board with the recommendation from the Compensation Committee, with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

Ms. NG Yuk Mui Jessica (*Age: 44*)

Ms. Ng was appointed as a non-executive Director in July 2019. She is an executive director, the executive vice chairman, chief executive officer and a member of the executive committee of South China Financial Holdings Limited whose shares are listed on the Main Board of the Stock Exchange, and the executive vice chairman of South China Media group.

She is also a non-executive director of South China Holdings Company Limited whose shares are listed on the Main Board of the Stock Exchange, and an executive director and the executive vice chairman of South China Assets Holdings Limited whose shares were listed on GEM of the Stock Exchange and were delisted on GEM of the Stock Exchange in March 2022.

She holds a Bachelor's degree in Law from King's College London, University of London in the United Kingdom and was admitted to the Hong Kong Bar in 2006. She is an associate member of the Chartered Institute of Management Accountants and a member of 12th Hebei Provincial Committee of the Chinese People's Political Consultative Conference.

Ms. Ng is the daughter of Mr. Ng Hung Sang, who, together with his spouse and companies controlled by him, is interested in approximately 10.08% of the total number of Shares.

Ms. Ng received a director's fee of HK\$60,000 for the year ended 31 December 2022. Ms. Ng's emolument was determined and will be reviewed by the Board annually with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

Ms. Ng has not entered into any service contract with the Company and has signed an appointment letter with the Company pursuant to which she 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, unless terminated in accordance with the terms of his appointment letter. Ms. Ng is also subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

Dr. HU Shao Ming Herman SBS, JP (Age: 69)

Dr. Hu, *B.Sc., FCIBSE, FHKIE, MIEEE, C. Eng.*, has been an independent non-executive Director since April 2012. He is also the chairman and a member of the Nomination Committee and a member of the Compensation Committee. He is the chairman of Ryoden Development Limited. Dr. Hu has been re-elected as a Deputy to the 14th National People's Congress of the People's Republic of China. He is the vice-chairman of The Chinese General Chamber of Commerce, Hong Kong. He is also a general committee member and chairman of Mainland China Committee of the Employers' Federation of Hong Kong, the Vice-President of the Sports Federation & Olympic Committee of Hong Kong, China, an Honorary Court Member of The Hong Kong University of Science & Technology, a member of the Election Committee of the Government of the Hong Kong Special Administrative Region and the Vice Patron of The Community Chest of Hong Kong. He was awarded the Honour of Silver Bauhinia Star (SBS) by the Government of the Hong Kong Special Administrative Region of the People's Republic of China on 30 June 2017.

Dr. Hu received a director's fee of HK\$60,000 for the year ended 31 December 2022. Dr. Hu'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. Hu has not entered into any service contract with the Company and has signed 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, unless terminated in accordance with the terms of his appointment letter. Dr. Hu is also subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

Saved 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 held 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 2022) 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

- (vii) Pursuant to Rule 32 of the Takeovers Code, if as a result of a share buy-back, a 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, (a) Forever Top was interested in 10,568,899,364 Shares, which comprises (i) 3,083,722,894 Shares owned by Forever Top; (ii) 4,544,000,000 new Shares to be issued by the Company upon full exercise of the conversion rights under the 2019 LCS; and (iii) 2,941,176,470 new Shares to be issued by the Company upon full exercise of the conversion rights under the 2021 LCS; and (b) Celestial Pioneer, a company holding 72.0% of the total number of issued shares of Forever Top), was interested in 11,052,488,230 Shares, which comprises (i) 483,588,866 Shares owned by Celestial Pioneer; and (ii) the 10,568,899,364 Shares in which Forever Top is interested. Forever Top and Celestial Pioneer are shareholders acting in concert.

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 aggregate shareholdings of Forever Top and Celestial Pioneer in the Company will increase from 50.00% to approximately 55.56% 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 (HK\$)	Lowest (HK\$)
May 2022	0.043	0.037
June 2022	0.085	0.037
July 2022	0.053	0.041
August 2022	0.049	0.040
September 2022	0.055	0.039
October 2022	0.044	0.037
November 2022	0.041	0.031
December 2022	0.042	0.037
January 2023	0.044	0.037
February 2023	0.076	0.042
March 2023	0.074	0.043
April 2023	0.051	0.045
May 2023 (up to Latest Practicable Date)	0.051	0.046

Note: Trading in the Shares was halted with effect from 1:16 p.m. at the request of the Company on 14 February 2023, and resumed at 9:00 a.m. on 15 February 2023.

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 Regency Ballroom I, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 16 June 2023 at 3:00 p.m. for the following purposes:

1. to receive the audited consolidated financial statements for the year ended 31 December 2022 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. Lie Ken Jie Remy Anthony Ket Heng as an executive Director;
 - (c) Mr. To Chi Hak as an executive Director;
 - (d) Dr. Luk Wai Ki Elvis as an executive Director; and
 - (e) Ms. Ng Yuk Mui Jessica as a non-executive Director;
3. to re-elect Dr. Hu Shao Ming Herman 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, 23 May 2023

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.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 3:00 p.m. on Wednesday, 14 June 2023, 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 (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.
- (g) The register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 12 June 2023.

NOTICE OF ANNUAL GENERAL MEETING

- (h) If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government is/are in force after 1:00 p.m. 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.

As at the date of this notice, the Board comprises ten Directors, namely Dr. Cheng Kar-Shun, Henry (Chairman) as non-executive Director; Mr. Tsang On Yip, Patrick (Vice-chairman), Mr. Lie Ken Jie Remy Anthony Ket Heng, Mr. To Chi Hak and Dr. Luk Wai Ki Elvis as executive Directors; Ms. Ng Yuk Mui Jessica as non-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.