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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 7 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 Tuesday, 14 June 2022 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 Saturday, 11 June 2022, 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 2022

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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 Tuesday, 14 June 2022 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 2022, 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) Tan Sri Dato’ David Chiu as a non-executive Director; (ii) Mr. Tsang On Yip, Patrick as an executive Director; (iii) Mr. Andrew Wah Wai Chiu as a non-executive Director; and (iv) Mr. Hoong Cheong Thard as a 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
“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 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)

Tan Sri Dato' David Chiu
(Vice-chairman, Non-executive Director)

Mr. Tsang On Yip, Patrick
(Vice-chairman, Executive Director)

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

Mr. Andrew Wah Wai Chiu (Non-executive Director)

Mr. Hoong Cheong Thard (Non-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

27 April 2022

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 Tuesday, 14 June 2022 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, Dr. Cheng Kar-Shun, Henry (Chairman) and Tan Sri Dato' David Chiu (Vice-chairman) as non-executive Directors; Mr. Tsang On Yip, Patrick (Vice-chairman) and Mr. Lie Ken Jie Remy Anthony Ket Heng as executive Directors; Mr. Andrew Wah Wai Chiu, Mr. Hoong Cheong Thard and Ms. Ng Yuk Mui Jessica as non-executive Directors; 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) Tan Sri Dato' David Chiu as a non-executive Director; (ii) Mr. Tsang On Yip, Patrick as an executive Director; (iii) Mr. Andrew Wah Wai Chiu as a non-executive Director; and (iv) Mr. Hoong Cheong Thard as a non-executive Director will retire at the AGM by rotation and, being eligible, offer themselves for re-election at the AGM.

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 10 June 2021, 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.

LETTER FROM THE BOARD

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 Ballroom, Lobby Floor, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 14 June 2022 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 Thursday, 9 June 2022 to Tuesday, 14 June 2022, 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 Wednesday, 8 June 2022.

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 Saturday, 11 June 2022, 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.

LETTER FROM THE BOARD

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 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

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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

Tan Sri Dato' David CHIU, *B.Sc.*, aged 67, was appointed as the chairman of the Board and a non-executive Director in September 2017 and re-designated as a vice-chairman of the Board (the “**Vice-chairman**”) in November 2021. He is also a member of the compensation committee of the Company.

Tan Sri Dato' David Chiu holds a double degree of Bachelor of Science in Business Administration and Economics at the University of Sophia, Japan. He is a prominent businessman with over 45 years' experience in the property development and extensive experience in the hotel development. In his business career, he established a number of highly successful business operation through organic growth and acquisitions, covering Mainland China, Hong Kong, Japan, Malaysia, Singapore and Australia. Since 1978, Tan Sri Dato' David Chiu had been the managing director of Far East Consortium Limited, the predecessor of Far East Consortium International Limited (“**FECIL**”), a listed public company in Hong Kong. He was appointed as the deputy chairman and chief executive officer of FECIL on 8 December 1994 and 8 October 1997 respectively. On 8 September 2011, Tan Sri Dato' David Chiu has been appointed as the chairman of FECIL. FECIL and its subsidiaries (“**FECIL Group**”) is mainly engaged in property development and investment, hotel operations and management, car park operations and facilities management, securities and financial product investment and gaming operations. FECIL Group adopts the diversified regional strategy and the “Asian Wallet” strategy with business covering Mainland China, the Hong Kong Special Administrative Region, Australia, New Zealand, Malaysia, Singapore, the United Kingdom and other European countries.

In regard to Tan Sri Dato' David Chiu's devotion to community services in China and Hong Kong, he was appointed as the member of the 12th and 13th Chinese People's Political Consultative Conferences, the vice chairman of All-China Federation of Industry and Commerce in 2017. Currently, he is a trustee member of The Better Hong Kong Foundation, a member of The Real Estate Developers Association of Hong Kong, a member of Pacific Basin Economic Council, a director of three Ju Ching Chu Schools in Hong Kong and the vice chairman of Guangdong-Hong Kong-Macao Greater Bay Area Radio and Television Union. In Malaysia, Tan Sri Dato' David Chiu was awarded an honorary award which carried the title “Dato” and a more senior honorary title of “Tan Sri” by His Majesty, King of Malaysia in 1997 and 2005 respectively. He was also awarded the WCEF Lifetime Achievement Awards by Asian Strategy & Leadership Institute in 2013, the “Best Executive in Hong Kong” in the “2016 Asiamoney Best Managed Company Award”, the FinanceAsia's “Best CEO” in 2017 & FinanceAsia's “Best CEO in Hong Kong” in 2018, 2019, 2020 & 2021, “Asia's Best CEO in Investor Relations” at “Asian Excellence Award” 2018, 2019 & 2020, the “Best IR by Chairman/CEO” in “HKIRA Investor Relations Awards” in 2017, 2019, 2020 & 2021.

Tan Sri Dato' David Chiu is the father of Mr. Andrew Wah Wai Chiu, a non-executive Director, and the brother of the brother-in-law of Mr. Tang Sing Ming Sherman, an independent non-executive Director.

Tan Sri Dato' David Chiu received a director's fee of HK\$60,000 for the year ended 31 December 2021. Tan Sri Dato' David Chiu'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.

Tan Sri Dato' David Chiu 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 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 his appointment, unless terminated in accordance with the terms of his appointment letter. Tan Sri Dato' David Chiu 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. TSANG On Yip, Patrick (“**Mr. Tsang**”), aged 50, was appointed as a non-executive Director in September 2017 and re-designated as an executive Director in November 2021. He was appointed as a Vice-chairman in November 2021. He is also a member of the compensation committee of the Company. He is also a director of a subsidiary of the Company.

Mr. Tsang is the chief executive officer and director of Chow Tai Fook Enterprises Limited. He is also an executive director of Melbourne Enterprises Limited and UMP Healthcare Holdings Limited, and a non-executive director of Greenheart Group Limited, Integrated Waste Solutions Group Holdings Limited and SJM Holdings Limited, all of which are listed public companies in Hong Kong. Mr. Tsang is a director of Cheng Yu Tung Foundation Limited and Chow Tai Fook (Holding) Limited, a governor of Chow Tai Fook Charity Foundation Limited, a member of Hong Kong Chief Executive Election Committee, and a General Committee member of Employers' Federation of Hong Kong. He has been a member of the 12th Henan Provincial Committee of the Chinese People's Political Consultative Conference since 2018. Mr. Tsang obtained a Bachelor of Arts degree in Economics from Columbia College of Columbia University in New York, USA. Mr. Tsang is also a director of each of Forever Top (Asia) Limited (the controlling shareholder of the Company) and Celestial Pioneer Limited (the controlling shareholder of Forever Top (Asia) Limited and is wholly-owned by Dr. Cheng Kar-Shun, Henry (“**Dr. Cheng**”), a non-executive Director.

Mr. Tsang's spouse is a niece of Dr. Cheng.

Mr. Tsang received a director's fee of HK\$60,000 for the year ended 31 December 2021. Mr. Tsang'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. Tsang 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 upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of his appointment letter. Mr. Tsang 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. Andrew Wah Wai CHIU (“**Mr. Chiu**”), aged 33, was appointed as an executive Director in September 2017, and re-designated as a non-executive Director in November 2021. He is a director of certain subsidiaries of the Company. He is the founder and the executive chairman of Land Pacific Limited, Deacon House International Limited and Ariana Social Community Limited. These companies focus on different sectors in the real estate industry including property development, hotel management and student housing investment.

From 2015, Mr. Chiu serves as the assistant to the chairman of FECIL, a listed public company in Hong Kong. He is also a director of Malaysia Land Properties Sdn Bhd, and a non-independent non-executive director of Land & General Berhad, a company whose shares are listed on the Bursa Malaysia. Mr. Chiu was a director and vice chairman of the board of directors of AMTD International Inc., a company listed on both the New York Stock Exchange and the Mainboard of the Singapore Exchange Security Trading Limited up to his resignation in December 2020. He is a member of Hong Kong General Chamber of Commerce and a member of The Real Estate Developers Association of Hong Kong.

Mr. Chiu is the son of Tan Sri Dato’ David Chiu, a non-executive Director, and the nephew of the brother-in-law of Mr. Tang Sing Ming Sherman, an independent non-executive Director.

Mr. Chiu received a director’s fee of HK\$60,000 for the year ended 31 December 2021. Mr. Chiu’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. Chiu 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 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 his appointment, unless terminated in accordance with the terms of his appointment letter. Mr. Chiu 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. HOONG Cheong Thard (“**Mr. Hoong**”), *B.Eng., ACA*, aged 53, was appointed as a non-executive Director in September 2017. He is also a member of the audit committee of the Company. He is an executive director of FECIL, a listed public company in Hong Kong, since August 2012. He joined FECIL in September 2008 as the managing director. He is responsible for the formulation and implementation of FECIL’s overall strategies for development.

Prior to joining FECIL, Mr. Hoong was the chief executive officer of China LotSynergy Holdings Limited, a listed public company in Hong Kong, where he retired as a non-executive director of the company with effect from 1 June 2017.

Mr. Hoong was an investment banker for over 12 years and had held senior positions at Deutsche Bank and UBS where he was responsible for corporate finance business in Asia. Besides, he was a director of AGORA Hospitality Group Co., Ltd., a company listed on the Tokyo Stock Exchange, until March 2017 and is a non-independent non-executive director of Land & General Berhad, a company listed on the Bursa Malaysia.

Mr. Hoong is a member of the Institute of Chartered Accountants in England and Wales and holds a bachelor’s degree in Mechanical Engineering from Imperial College, University of London.

Mr. Hoong received a director’s fee of HK\$60,000 for the year ended 31 December 2021. Mr. Hoong’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. Hoong 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 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 his appointment, unless terminated in accordance with the terms of his appointment letter. Mr. Hoong 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.

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 2021) 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 Limited ("**Celestial Pioneer**", a company holding 72.0% 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\$)
April 2021	0.072	0.064
May 2021	0.100	0.067
June 2021	0.095	0.077
July 2021	0.094	0.072
August 2021	0.080	0.065
September 2021	0.077	0.064
October 2021	N/A	N/A ^(Note)
November 2021	0.095	0.064 ^(Note)
December 2021	0.078	0.066
January 2022	0.071	0.050
February 2022	0.064	0.045
March 2022	0.051	0.040
April 2022 (up to Latest Practicable Date)	0.048	0.041

Note: Trading of the Shares has been halted from 4 October 2021 to 9 November 2021.

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 Tuesday, 14 June 2022 at 3:00 p.m. for the following purposes:

1. to receive the audited consolidated financial statements for the year ended 31 December 2021 and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company thereon;
2. to re-elect the following retiring Directors:
 - (a) Tan Sri Dato’ David Chiu as a non-executive Director;
 - (b) Mr. Tsang On Yip, Patrick as an executive Director;
 - (c) Mr. Andrew Wah Wai Chiu as a non-executive Director; and
 - (d) Mr. Hoong Cheong Thard as a non-executive Director;
3. to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. to re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration;

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

5. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares in the capital of the Company (the “**Shares**”) be and is hereby generally and unconditionally approved;

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.”

6. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed the aggregate of:
 - (i) 20% of the aggregate number of Shares in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution); and

NOTICE OF ANNUAL GENERAL MEETING

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

and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the approval given under this Resolution by ordinary resolution of the Shareholders in general meeting; and

“**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Company or by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- 7. “**THAT** the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with any additional Shares pursuant to Resolution 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such further additional Shares as shall represent the aggregate number of Shares bought back by the Company subsequent to the time of passing the said Resolution 6, provided that the number of Shares so added shall not exceed 10% of the aggregate number of Shares in issue at the date of passing Resolution 5 set out

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 5).”

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

Hong Kong, 27 April 2022

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 Tuesday, 14 June 2022 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 Saturday, 11 June 2022, 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.

NOTICE OF ANNUAL GENERAL MEETING

- (g) The register of members of the Company will be closed from Thursday, 9 June 2022 to Tuesday, 14 June 2022, 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 Wednesday, 8 June 2022.
- (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 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; and
 4. 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 Dr. Cheng Kar-Shun, Henry (Chairman) and Tan Sri Dato' David Chiu (Vice-chairman) as non-executive Directors; Mr. Tsang On Yip, Patrick (Vice-chairman) and Mr. Lie Ken Jie Remy Anthony Ket Heng as executive Directors; Mr. Andrew Wah Wai Chiu, Mr. Hoong Cheong Thard and Ms. Ng Yuk Mui Jessica as non-executive Directors; 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) Seating at the AGM venue will be arranged so as to allow for appropriate social distancing.
- (5) Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue. Any attendee, who (i) refuses to comply with the precautionary measures; (ii) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (iii) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (iv) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as 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).