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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 The GalaMuse, Unit 1001 & 07, 08, Level 10, K11 ATELIER, Victoria Dockside, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 6 June 2024 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 Tuesday, 4 June 2024, 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 April 2024

# CONTENTS

	<i>Page</i>
<b>Contents</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I — Details of Retiring Directors Proposed to be Re-elected</b> .....	10
<b>Appendix II — Explanatory Statement</b> .....	14
<b>Notice of Annual General Meeting</b> .....	AGM-1

## 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 The GalaMuse, Unit 1001 & 07, 08, Level 10, K11 ATELIER, Victoria Dockside, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 6 June 2024 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 C1 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 People’s Republic of China
“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”	17 April 2024, 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
“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) Mr. Tsang On Yip, Patrick as an executive Director; (ii) Mr. Lam Kin Fung Jeffrey as an independent non-executive Director; (iii) Mr. Luk Koon Hoo, Roger as an independent non-executive Director; and (iv) Mr. Tang Sing Ming Sherman as an independent non-executive Director
“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

## DEFINITIONS

“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 *BBS*  
*(Vice-chairman, Executive Director)*  
Mr. Lie Ken Jie Remy Anthony Ket Heng *(Executive Director)*  
Mr. To Chi Hak *(Chief Executive Officer, Executive Director)*  
Dr. Luk Wai Ki Elvis *(Executive Director)*  
Ms. Ng Yuk Mui Jessica *(Non-executive Director)*  
Mr. Lam Kin Fung Jeffrey *GBM, GBS, JP*  
*(Independent non-executive Director)*  
Prof. Hu Shao Ming Herman *GBS, 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 April 2024

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with the information in connection with the ordinary resolutions to be proposed at the forthcoming AGM to be held on Thursday, 6 June 2024 to, amongst others, (i) re-elect the Retiring Directors (including Mr. Luk Koon Hoo, Roger and Mr. Tang Sing Ming Sherman, who have served as independent non-executive Directors 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 a non-executive Director; Mr. Tsang On Yip, Patrick (Vice-chairman), Mr. Lie Ken Jie Remy Anthony Ket Heng, Mr. To Chi Hak (Chief Executive Officer) and Dr. Luk Wai Ki Elvis as executive Directors; Ms. Ng Yuk Mui Jessica as a non-executive Director; and Mr. Lam Kin Fung Jeffrey, Prof. 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) Mr. Tsang On Yip, Patrick (“**Mr. Tsang**”) as an executive Director; (ii) Mr. Lam Kin Fung Jeffrey (“**Mr. Lam**”) as an independent non-executive Director; (iii) Mr. Luk Koon Hoo, Roger (“**Mr. Luk**”) as an independent non-executive Director; and (iv) Mr. Tang Sing Ming Sherman (“**Mr. Tang**”) as an independent non-executive Director will retire at the AGM by rotation, and being eligible, offer themselves for re-election at the AGM.

Pursuant to code provision B.2.3 of Part 2 of the Corporate Governance Code as set out in Appendix C1 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.

Mr. Luk and Mr. Tang have served as independent non-executive Directors since September 2010 and January 2014 respectively for more than nine years, and a separate resolution will be proposed at the AGM to further appoint Mr. Luk and Mr. Tang as an independent non-executive Director respectively. During their tenure, each of Mr. Luk and Mr. Tang has demonstrated his ability to provide an independent view to the Company’s matters. Notwithstanding their years of service as independent non-executive Directors, the Board and the nomination committee of the Company (the “**Nomination Committee**”) are of the view that Mr. Luk and Mr. Tang are equipped with integrity, skills and experience to continue fulfilling the role of an independent non-executive Director. The long year of service of Mr. Luk and Mr. Tang on the Board would not affect them from bringing fresh perspectives and exercising independent judgment and thus the Board recommends each of them for election at the AGM.

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 each of Mr. Luk and Mr. Tang and assessed their independence.

## LETTER FROM THE BOARD

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, each of Mr. Luk and Mr. Tang 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 Mr. Luk and Mr. Tang in exercising independent judgement, and is satisfied that each of Mr. Luk and Mr. Tang has the required independence to fulfill the role of an independent non-executive Director.

In view of the professional qualifications of Mr. Luk and Mr. Tang, in particular Mr. Luk's wide experience in accounting and financial management and Mr. Tang's extensive experience in management level, the Nomination Committee considers that they 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 Mr. Luk and Mr. Tang will continue to bring to the Board their perspectives, skills and experience (as further described in their biography in Appendix I to this circular) and provide independent and balanced views to the Company's affairs. The Nomination Committee therefore considered Mr. Luk and Mr. Tang to be suitable candidates and nominated each of them to the Board for its consideration.

Having considered the professional qualifications of Mr. Luk and Mr. Tang, their 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 Mr. Luk and Mr. Tang as independent non-executive Directors will bring considerable stability to the Board, and Mr. Luk and Mr. Tang 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.

Mr. Lam has served as an independent non-executive Director and he is subject to retirement and re-election at the AGM. He holds directorships in more than seven listed companies (including the Company). Notwithstanding this, since his appointment, Mr. Lam has attended most of the Board and Board committee meetings where his attendance was required, which indicate that his time committed for his duties as a Director is not affected. Therefore, the Board believes that Mr. Lam will be able to continue to devote sufficient time to the Board and Board committee despite his directorships in other listed companies. In addition, Mr. Lam has made valuable contributions to the Board with his experience in different fields and positions in numerous listed companies as set out in Appendix I to this circular which will continue to bring substantial values and professionalism to the Board for its efficient and effective functioning and diversity. Moreover, Mr. Lam's directorships in the other listed companies are non-executive in nature. On this basis, the Board and the Nomination Committee are satisfied that Mr. Lam has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively, and recommend his re-election as an independent non-executive Director at the AGM.



## LETTER FROM THE BOARD

Each of Mr. Lam, Mr. Luk and Mr. Tang has provided to the Company a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considered that they are independent.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of (i) Mr. Tsang, (ii) Mr. Lam, (iii) Mr. Luk and (iv) Mr. Tang. 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 each of Mr. Luk and Mr. Tang 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.

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 16 June 2023, 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.

## **LETTER FROM THE BOARD**

### **AGM**

A notice convening the AGM to be held at The GalaMuse, Unit 1001 & 07, 08, Level 10, K11 ATELIER, Victoria Dockside, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 6 June 2024 at 3:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to, amongst others, re-elect the Retiring Directors and grant the Buy-back Mandate, the Issuance Mandate and the Extension Mandate.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, 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 Friday, 31 May 2024.

### **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 Tuesday, 4 June 2024, 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, any votes of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RESPONSIBILITY STATEMENT**

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

## LETTER FROM THE BOARD

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

### RECOMMENDATION

The Directors consider the proposed resolutions in relation to the re-election of the Retiring Directors (including Mr. Luk and Mr. Tang who have served as independent non-executive Directors 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.

### 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**  
**Lau Yee Wa**  
*Company Secretary*

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

**Mr. TSANG On Yip, Patrick** *BBS (Age: 52)*

Mr. Tsang 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 (the “**Compensation Committee**”). 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 the chairman and non-executive director of Giordano International Limited, an executive director of Melbourne Enterprises Limited and UMP Healthcare Holdings Limited, and a non-executive director of SJM Holdings Limited and NWS Holdings Limited, all of which are listed public companies in Hong Kong. Mr. Tsang was a non-executive director of Greenheart Group Limited and Integrated Waste Solutions Group Holdings Limited, all of which are listed public companies in Hong Kong, until his retirement from the office in May 2022 and August 2022 respectively. Mr. Tsang is a director of Cheng Yu Tung Foundation Limited and Chow Tai Fook (Holding) Limited, the founder and a director of CTFE Social Solutions Limited, a governor of Chow Tai Fook Charity Foundation Limited, a member of Hong Kong Chief Executive Election Committee, and a vice chairman of Employers’ Federation of Hong Kong. He has been a member of the 14th Beijing Municipal Committee of the Chinese People’s Political Consultative Conference since 2023. Mr. Tsang was awarded the Bronze Bauhinia Star in 2023 by the Government of the HKSAR. 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 (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 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 2023. 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 entered into appointment letter with the Company pursuant to which he has agreed to act as 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 C1 to the Listing Rules.

**Mr. LAM Kin Fung Jeffrey** *GBM, GBS, JP (Age: 72)*

Mr. Lam was appointed as an independent non-executive Director in September 2017. He is also the chairman and a member of the Compensation Committee and a member of the Nomination Committee. Mr. Lam holds a bachelor degree in mechanical engineering from Tufts University in the United States. He has over 40 years of experience in the manufacturing industry and is currently the managing director of Forward Winsome Industries Limited which is engaged in toy manufacturing.

Mr. Lam is an independent non-executive director of Chow Tai Fook Jewellery Group Limited, C C Land Holdings Limited, China Overseas Grand Oceans Group Limited, Wynn Macau Limited, CWT International Limited, Wing Tai Properties Limited, Analogue Holdings Limited, CSC Holdings Limited and Golden Resources Development International Limited, all of which are listed public companies in Hong Kong. Mr. Lam was an executive director of Hong Kong Aerospace Technology Group Limited (now known as USPACE Technology Group Limited) a listed public company in Hong Kong, until his resignation in November 2023.

Mr. Lam is a non-official member of the Executive Council and a member of the Legislative Council in Hong Kong. He also holds a number of other public and community service positions including being a general committee member of the Hong Kong General Chamber of Commerce, member of HKSAR Advisory Committee on the Northern Metropolis, and a member of the board of directors of Heifer International-Hong Kong.

Mr. Lam received a director's fee of HK\$60,000 for the year ended 31 December 2023. Mr. Lam's emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

Mr. Lam has entered into appointment letter with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment. Mr. Lam is also subject to 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 C1 to the Listing Rules.

**Mr. LUK Koon Hoo, Roger** *BBS, JP (Age: 72)*

Mr. Luk, *FHKIB*, has been an independent non-executive Director since September 2010. He also serves as the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the Audit Committee, Compensation Committee and Nomination Committee. He has over 30 years of comprehensive experience in accounting and financial management. He joined Hang Seng Bank in 1975, became the bank’s director and deputy chief executive in 1994 and then became managing director and deputy chief executive of the bank in 1996 until his retirement in May 2005. Mr. Luk is an independent non-executive director of two companies publicly listed in Hong Kong, namely, Hung Hing Printing Group Limited and Harbour Centre Development Limited. Mr. Luk was formerly an independent non-executive director of Wheelock Properties Limited (formerly a listed public company until it became a wholly-owned subsidiary of Wheelock and Company Limited in July 2010) from February 2008 to July 2010, China Properties Group Limited (formerly a listed public company in Hong Kong until it was delisted in August 2023) from February 2007 to June 2023 and Computime Group Limited (a listed public company in Hong Kong) from September 2006 to September 2023. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission, the Barristers Disciplinary Tribunal Panel, the Operations Review Committee of ICAC, the Town Planning Board and the council of The Chinese University of Hong Kong. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, a member of the first Election Committee of the Legislative Council, and a non-executive director (non-official) of Urban Renewal Authority.

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

Mr. Luk received a director’s fee of HK\$80,000 (including a fee of HK\$20,000 in the capacity as a member of the Audit Committee) for the year ended 31 December 2023. Mr. Luk’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group’s performance and the prevailing market conditions.

Mr. Luk has entered into appointment letter with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment. Mr. Luk is also subject to 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 C1 to the Listing Rules.



**Mr. TANG Sing Ming Sherman** (Age: 67)

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

Mr. Tang received a director's fee of HK\$80,000 (including a fee of HK\$20,000 in the capacity as a member of the Audit Committee) for the year ended 31 December 2023. Mr. Tang's emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

Mr. Tang has entered into appointment letter with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment. Mr. Tang is also subject to 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 C1 to the Listing Rules.

Mr. Tang was appointed as the sole director of Belwide Limited, a private company incorporated in Hong Kong, on 10 September 2011 and remained as a director of Belwide Limited until 16 April 2020. Belwide Limited commenced a creditors' voluntary winding up on 11 August 2020 (the "**Voluntary Winding Up**"). Joint and several liquidators of Belwide Limited were appointed on 11 August 2020. Immediately prior to the Voluntary Winding Up, Belwide Limited was engaged in the operation of a restaurant in Hong Kong. As at 12 August 2020, Mr. Tang remained as the sole ultimate beneficial shareholder of Belwide Limited. Mr. Tang has informed the Company that based on the information available to him, as at 12 August 2020, the total amount of claims received by the liquidators was approximately HK\$9.7 million. Based on the public information from the Companies Registry, Belwide Limited has been dissolved by creditors' voluntary winding up commencing on 18 November 2021.

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 2023) 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 will 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.
- (vii) The Company has confirmed that neither the Explanatory Statement nor the proposed share buy-back has any unusual features.

**EFFECT OF THE TAKEOVERS CODE**

- (viii) 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.
- (ix) 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) 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.

- (x) 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.
- (xi) 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

- (xii) No buy-back has been made by the Company of Shares in the six months immediately prior to the Latest Practicable Date.
- (xiii) 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

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

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
April 2023	0.051	0.045
May 2023	0.051	0.046
June 2023	0.055	0.048
July 2023	0.052	0.046
August 2023	0.048	0.041
September 2023	0.047	0.040
October 2023	0.044	0.037
November 2023	0.040	0.036
December 2023	0.039	0.034
January 2024	0.038	0.031
February 2024	0.035	0.030
March 2024	0.032	0.026
April 2024 (up to Latest Practicable Date)	0.029	0.026

## 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 The GalaMuse, Unit 1001 & 07, 08, Level 10, K11 ATELIER, Victoria Dockside, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 6 June 2024 at 3:00 p.m. for the following purposes:

1. to receive the audited consolidated financial statements for the year ended 31 December 2023 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) Mr. Tsang On Yip, Patrick as an executive Director;
  - (b) Mr. Lam Kin Fung Jeffrey as an independent non-executive Director;
3. to re-elect Mr. Luk Koon Hoo, Roger as an independent non-executive Director;
4. to re-elect Mr. Tang Sing Ming Sherman as an independent non-executive Director;
5. to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
6. 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:

7. “**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.”

8. “**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 9 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).”

## NOTICE OF ANNUAL GENERAL MEETING

9. “**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 8 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 8, 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 7 set out in the notice convening this meeting (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of the said Resolution 7).”

By Order of the Board  
**i-CABLE COMMUNICATIONS LIMITED**  
**Lau Yee Wa**  
*Company Secretary*

Hong Kong, 23 April 2024

*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 Tuesday, 4 June 2024, 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.

## NOTICE OF ANNUAL GENERAL MEETING

- (f) With reference to the ordinary resolution proposed under item (8) 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 Monday, 3 June 2024 to Thursday, 6 June 2024, 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 Friday, 31 May 2024.
- (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 at 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](http://www.hkexnews.hk)) and the Company's website ([www.i-cablecomm.com](http://www.i-cablecomm.com)) to notify the Shareholders of the date, time and venue of the rescheduled meeting.

*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 (Chief Executive Officer) and Dr. Luk Wai Ki Elvis as executive Directors; Ms. Ng Yuk Mui Jessica as non-executive Director; and Mr. Lam Kin Fung Jeffrey, Prof. Hu Shao Ming Herman, Mr. Luk Koon Hoo, Roger and Mr. Tang Sing Ming Sherman as independent non-executive Directors.*