

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ASIA TELEVISION HOLDINGS LIMITED

亞洲電視控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 707)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Asia Television Holdings Limited (the “**Company**”) will be held at Studio No. 8, G/F., 33 Dai Shing Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Tuesday, 19 December 2023 at 11:00 a.m. to consider and, if thought fit, approve, with or without modifications, the following resolutions as a special resolution and/or ordinary resolutions:

ORDINARY RESOLUTION

1. “**THAT:**

subject to: (i) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as hereinafter defined) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation, with effect from the second business day after the date on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):

- (a) every ten (10) issued and unissued ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one (1) ordinary share of par value of HK\$1.0 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”);

- (b) Immediately upon the Share Consolidation becoming effective the authorised share capital of the Company will be changed from HK\$2,000,000,000 divided into 20,000,000,000 Existing Shares to HK\$2,000,000,000 divided into 2,000,000,000 Consolidated Shares;
- (c) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the matters contemplated in this resolution;
- (d) the conditional subscription agreement (the “**Subscription Agreement**”) dated 14 May 2021 entered into between the Company as issuer and Nanotechnology Singapore Pte. Ltd. (the “**Subscriber**”) as subscriber (as amended and supplemented by a supplemental agreement dated 17 May 2023 entered into between the Company and the Subscriber) in relation to the issue of unlisted convertible bonds (the “**Convertible Bonds**”) in an aggregate principal amount of HK\$300,000,000 at the conversion price of HK\$0.1 per conversion share (subject to adjustments) and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Bond and the allotment and issue of the conversion shares (the “**Conversion Shares**”) upon exercise of conversion rights attaching to the Convertible Bonds) be and are hereby approved, confirmed and ratified;
- (e) the Directors be and are hereby granted a specific mandate to allot and issue the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds; and
- (f) any one Director of the Company be and is hereby authorised to do all such acts and things as he/she in his/her sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Share Consolidation and Subscription Agreement including without limitation the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares from time to time upon exercise of the conversion rights pursuant to the terms of the Convertible Bonds and to agree to any variation, amendment or waiver of terms of the Subscription Agreement as are, in the opinion of such Director, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreement.”

SPECIAL RESOLUTION

2. “**THAT** subject to: (i) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as hereinafter defined) in issue arising from the Capital Reorganisation (as hereinafter defined); and (ii) the compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation, with effect from the one clear business day after the date on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):
- (a) the issued share capital of the Company be reduced from par value of HK\$1.0 each to par value of HK\$0.1 each (the “**Issued Adjusted Shares**”) by cancelling the paid-up capital of the Company thereon to the extent of HK\$0.99 on each of the issued Consolidated Shares (the “**Capital Reduction**”);
 - (b) immediately following the Capital Reduction, each authorised but unissued Consolidated Share (including those arising from the Capital Reduction) be subdivided into one hundred (100) ordinary shares of par value of HK\$0.01 each (together with the Issued Adjusted Shares, the “**Adjusted Shares**”) (the “**Share Subdivision**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
 - (c) the amount of the issued share capital of the Company cancelled pursuant to the Capital Reduction be made available for the issue of the Adjusted Shares so that immediately following the Capital Reorganisation, the authorised share capital of the Company shall be HK\$2,000,000,000 divided into 200,000,000,000 Adjusted Shares of par value of HK\$0.01 each;
 - (d) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) or a committee thereof be and are hereby authorised to use the amount then standing to the credit of the contributed surplus account of the Company to eliminate or to set off the accumulated losses of the Company and/or to eliminate or to set off the other accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the contributed surplus account of the Company from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without any further authorisation from the shareholders of the Company and all such actions in relation thereto be and are approved, ratified and confirmed;

- (e) all fractional Adjusted Shares resulting from the Capital Reorganisation will not be issued to holders of the same but all such fractional entitlements of the Adjusted Shares will be aggregated and sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the matters contemplated in this resolution.”

Yours faithfully,
By order of the Board
Asia Television Holdings Limited
Tang Po Yi
Executive Director

Hong Kong, 23 November 2023

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Room 515, 5/F., Tower A
New Mandarin Plaza
14 Science Museum Road
Tsim Sha Tsui East
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy must 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 an officer or attorney duly authorised to sign the same, and must be delivered to the office of the Hong Kong share registrar and transfer office of the Company (the “**Registrar**”), Tricor Investor Services Ltd. at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM (i.e. by 11:00 a.m. on Sunday, 17 December 2023) or any adjournment thereof.

3. For determining the entitlement of the shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 14 December 2023 to Tuesday, 19 December 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 13 December 2023.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.atvgroup.com.hk and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this announcement, the board of directors comprises Mr. Liu Minbin, Ms. Tang Po Yi, Mr. Leong Wei Ping 梁瑋珮先生, Mr. Sze Siu Bun, Ms. Sun Tingting and Ms. Zha Mengling as executive Directors, Ms. Han Xingxing, Mr. Li Yu and Mr. Lau Jing Yeung William as independent non-executive Directors.*

* *For identification purpose only*