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Television Broadcasts Limited
(incorporated in Hong Kong with limited liability)

EXPLANATORY STATEMENT REGARDING GENERAL SHARE REPURCHASE MANDATE

This explanatory statement relates to resolution 5(II) proposed to be passed at the annual general meeting of the Company to be held on 29 May 2002, which is an ordinary resolution to grant the Directors of the Company a general mandate to repurchase shares of the Company through The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). It contains all the information required pursuant to rule 10.06(1)(b) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") to be given to the shareholders of the Company to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

1. PROVISIONS OF THE LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholder approval

All proposed share repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval in relation to specific transactions.

Such authority may only continue in force during the period from the passing of the resolution until the next annual general meeting of that company or the expiration of the period with which the next annual general meeting of that

company is required by the memorandum and articles of association of that company or any applicable law to be held or the revocation or variation of the resolution by an ordinary resolution of the shareholders of that company in general meeting, whichever is the earliest.

(b) Purchase consideration

A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the Stock Exchange's trading rules.

(c) Maximum number of shares to be repurchased and subsequent issues

A maximum of 10 per cent of the fully-paid issued share capital of a company at the date of passing of the relevant resolution may be repurchased on the Stock Exchange. A company may not issue or announce a proposed issue of new shares for a period of 30 days immediately following a shares repurchase (other than an issue of shares pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue shares, which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange.

2. NUMBER OF SHARES SUBJECT TO THE REPURCHASE MANDATE

As at 27 March 2002 (the latest practicable date prior to the printing of this circular), the issued share capital of the Company comprised 438,000,000 shares of HK\$0.05 each. If the ordinary resolution authorising the Directors of the Company to repurchase its own shares is passed at the annual general meeting of the Company, and assuming that no new shares in the Company are issued prior to the date of passing the said resolution, up to 43,800,000 fully-paid shares representing 10 per cent of the existing issued share capital of the Company, may be repurchased by the Company.

3. SOURCE OF FUNDS

Repurchases must be funded out of funds legally available for the purpose in accordance with the memorandum and articles of association of the Company and the laws of Hong Kong. It is envisaged that the funds required for any repurchase would be derived from the Company's available cash flow or working capital facilities.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and

will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

5. FINANCIAL EFFECT OF REPURCHASES

The Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the funding requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. However, on the basis of the consolidated financial position of the Company as at 31 December 2001 (being the date to which the latest published financial statements of the Company have been made up), there might be a material adverse impact on the funding or gearing position of the Company in the event that the repurchase mandate is exercised in full.

6. GENERAL

The repurchase mandate applies to the Company's shares which are in issue at the date of the resolution granting the mandate.

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, has any present intention to sell any of the Company's shares to the Company or its subsidiaries if the repurchase mandate is approved.

The Directors will undertake to the Stock Exchange that they will exercise the repurchase mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

No "connected person" (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Company's shares to the Company, or has undertaken not to do so, if the repurchase mandate is approved.

If, as the result of a repurchase of the Company's shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Code"). As a result, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Code as a consequence of any repurchases pursuant to the general repurchase mandate. As at 27 March 2002 (the latest practicable date prior to the printing of this circular), Shaw Brothers (Hong Kong) Limited and associated parties held a total of 142,270,828 shares in the Company, representing 32.48 per cent of the existing issued share capital of the Company. If the directors were to exercise the Repurchase Mandate in full, such shares would represent approximately 36.09 per cent of the issued share capital of the Company, and an obligation to make a general offer to shareholders may arise as a result. According to the Code, the Company may repurchase a maximum of 7.2 per cent of the Company's existing issued share capital before an obligation to make a general offer to shareholders is triggered.

The Company has not repurchased its own shares whether on the Stock Exchange of HK Limited or otherwise in the past 6 months.

The highest and lowest prices at which the Company's shares have traded on the Stock Exchange in each of the 12 months prior to the printing of this explanatory statement were as follows:

	Month	Highest Traded Price (HK\$)	Lowest Traded Price (HK\$)	
2001	March	46.90	41.70	
	April	42.40	37.00	
	May	40.80	37.90	
	June	39.30	30.80	
	July	34.60	30.10	
	August	33.70	26.45	
	September	27.75	19.60	
	October	25.60	21.20	
	November	30.20	22.95	
	December	35.00	26.70	
	2002	January	36.60	31.60
		February	38.40	32.30

Hong Kong, 27 March 2002