
THIS DOCUMENT IS IMPORTANT. PLEASE READ IT IMMEDIATELY. If you are in any doubt about the action you should take, you should consult a person authorised under the Financial Services and Markets Act 2000 specialising in advising on transactions of the kind described in this document.

If you have sold or otherwise transferred all of your shares in World Television Group plc, please send this document, together with the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 4 and 5 of this document and recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

WORLD TELEVISION GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT 11.00 A.M. ON 13 JUNE 2007

CANCELLATION OF AIM QUOTATION

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Notice of the Annual General Meeting of the Company to be held at 11.00 a.m. on 13 June 2007 at the offices of Brewin Dolphin Securities Limited, 12 Smithfield Street, London EC1A 9BD is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting is attached, and to be valid the Form of Proxy must be completed in accordance with the instructions set out on it and returned by post to Proxy Processing Centre, Capita Registrars, Telford Road, Bicester, OX26 4LD or by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible, but in any event not later than forty-eight hours before the Annual General Meeting.

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Expected timetable of principle events

This Circular and Form of Proxy posted to Shareholders	18 May 2007
Latest time and date for receipt of Form of Proxy	11.00 a.m. on 11 June 2007
Annual General Meeting	11.00 a.m. on 13 June 2007
Last day for dealings in ordinary shares on AIM	20 June 2007
Cancellation of quotation of ordinary shares on AIM	21 June 2007

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of a Regulatory News Service announcement. All events listed in the above timetable following the AGM are conditional on the passing of the Resolutions at the AGM.

Definitions

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context requires otherwise:

"Accounts"	the audited accounts of the Company for the year ended 31 December 2006
"Act"	the Companies Act 1985 (as restated)
"AIM"	AIM, a market operated by the London Stock Exchange
"Annual General Meeting" or "AGM"	the Annual General Meeting of the Company convened for 11.00 a.m. on 13 June 2007 to approve the Resolutions, or any adjournment of it
"Board" or "Directors"	the directors of the Company, whose names are set out on page 4 of this document
"Company"	World Television Group plc
"Concert Party"	Peter Sibley, Andrew Booth, Robert Newman, Archdream Limited, Rorke Investment Holdings Limited, Arvon Limited, Anthony Bartlett, Salahi Ozturk, Treve Investment Management, Simon Wharmby, Nicholas Walker and Colin Weinberg
"Form of Proxy"	the form of proxy for use by Shareholders at the Annual General Meeting
"London Stock Exchange"	London Stock Exchange Plc
"Ordinary Shares"	all or any of the issued ordinary shares 0.1p each in the capital of the Company
"Report"	the report of the Directors and of the auditors of the Company for the year ended 31 December 2006
"Resolutions"	the resolutions as set out in the notice of the Annual General Meeting at the end of this document
"Shareholders"	the holders from time to time of the Ordinary Shares
"2007 Loan Notes"	all or any of the issued £2,250,000 zero coupon convertible unsecured loan notes 2009

Letter from the Chairman

(Incorporated and registered in England and Wales with registered number 03901656)

Registered Office:
8 Fitzroy Square
London W1T 5HN

Stephen Kirk	Chairman
Steve Garvey	Chief Executive Officer
Evelyn Kimber	Chief Financial Officer
Jim Hall	Chief Technology Officer
Peter Sibley	Non-Executive Director
Andrew Booth	Non-Executive Director
Anthony Bartlett	Non-Executive Director

18 May 2007

Dear Shareholder,

Notice of the 2007 Annual General Meeting to be held on Wednesday 13 June 2007 at 11.00 a.m. at the offices of Brewin Dolphin Securities at 12 Smithfield Street, London EC1A 9BD is set out on pages 6 and 7 of this document.

The purpose of this document is to provide you with further information regarding the Resolutions which the Shareholders are to be asked to approve at the Annual General Meeting and to recommend that you vote in favour of the Resolutions. As well as the usual business of the Annual General Meeting (details of which are set out below), a resolution will be proposed to approve the cancellation of the Company's quotation on AIM.

Proposed cancellation of the Company's AIM quotation – Resolution 10

Resolution 10 sets out the resolution approving the proposed cancellation of the Company's shares on AIM. Resolution 10 will be proposed as a special resolution, requiring the approval of a 75 per cent. majority of those present and entitled to vote or voting by proxy.

The Company announced its intention to cancel its AIM quotation in a regulatory news announcement on 26 April 2007, and has given the requisite notice to the London Stock Exchange. If Resolution 10 is passed, the Company's quotation will be cancelled with effect from 21 June 2007.

The Company has some 2,377 Shareholders. 2,303 Shareholders hold an average of approximately 23,879 Ordinary Shares with an average value of under £60, using the closing mid-market price of 0.235p at 14 May 2007. The Concert Party hold, in aggregate, approximately 79.7 per cent. of the Company's issued share capital. The Concert Party has informed the Board that it supports a proposal to cancel the Company's AIM quotation and intends to vote in favour of Resolution 10.

Having carefully considered the matter for some time and having taken professional advice, the Board has now concluded that it is not appropriate for the Company to continue to be quoted on AIM for the reasons set out in the following paragraphs. The reasons for seeking a cancellation of the quotation were set out in the announcement of 26 April 2007. The principal reasons are summarised below:

Since the Company's initial flotation on AIM, the share price of the Ordinary Shares has fallen substantially. Despite improvements in profitability, cashflow and investor relations in the last 18 months the long term trend in share price on AIM has been one of steady decline. Loss of shareholder value has been considerable, to the extent that the share price has recently approached the nominal value of the shares. In addition, as there is very little liquidity, Shareholders cannot easily sell their Ordinary Shares.

The Company has a current market capitalisation of approximately £4 million. As announced on 30 April 2007, the Company is currently in an offer period and its conduct and communications are subject to the Rules set out in the City Code on Takeovers and Mergers.

The ongoing costs of the Company's AIM quotation are high. On cancellation of the Company's AIM quotation, the Board anticipates that the Company will make an annual saving in excess of £100,000. In addition, a disproportionate amount of senior management time is spent on meeting AIM requirements such as investor relations and disclosure requirements. Following cancellation of the Company's AIM quotation, senior management can focus on making the Company more profitable.

The Board recognises that cancelling the Company's AIM quotation will make it more difficult for Shareholders to sell or buy Ordinary Shares should they so wish. Accordingly the Company has reached agreement with Brewin Dolphin Securities to provide a dealing facility ("the Facility") with effect from the date the Company's shares are de-listed. This will be a matched bargain facility on "real time" bargains, in which Brewin Dolphin Securities will offer a price valuation to any Shareholders wishing to buy or sell shares in the Company, and will maintain a list of any such prospective buyers or sellers. The Facility will be available throughout the year in normal business hours. In the event that a buyer and seller agree terms by means of the Facility, Brewin Dolphin Securities will charge both buyer and seller a commission of 1 per cent. on the first £10,000 of a transaction value and an additional 0.5 per cent. on the balance, with a minimum commission of £20. Brewin Dolphin Securities will not offer a 'spread' between a bid and offer price, but will instead aim to match buyer and seller at an agreed price. Details of this service will be posted on the Company's website following the de-listing.

Subject to the Shareholders approving Resolution 10, it is anticipated that trading in the Ordinary Shares on AIM will cease at close of business on 20 June 2007, with cancellation on AIM taking effect at 8.00 a.m. on 21 June 2007.

Annual report – Resolution 1

The Report and Accounts are issued to Shareholders together with this Circular. Further copies of these documents may be obtained from the Company Secretary, by application to the registered office of the Company. The Shareholders are asked to approve the Report and Accounts in accordance with section 241 of the Act.

Directors' remuneration report- Resolution 2

In accordance with section 241A of the Act, Shareholders are asked to approve the Directors' remuneration report, which is set out on pages 9 to 11 of the Report and Accounts. The Directors are satisfied that the Company's policy and practice in relation to Directors' remuneration are reasonable and that they deserve Shareholder support.

Re-election of Directors – Resolutions 3, 4, 5 and 6

Mr Anthony Bartlett has indicated his intention to retire from the Board at the conclusion of the Annual General Meeting and does not offer himself for re-election.

As Mr Stephen Kirk and Mr Jim Hall have been appointed by the Board since last year's Annual General Meeting, they are therefore required to retire and offer themselves for re-election by the Shareholders. In accordance with the Company's articles of association Mr Peter Sibley offers himself for re-election and Mr Andrew Booth is retiring by rotation and also offers himself for re-election.

Reappointment of BDO Stoy Hayward as auditors – Resolution 7

To re-appoint BDO Stoy Hayward as auditors of the Company from the conclusion of this meeting to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration.

Allotment of Ordinary Shares – Resolution 8

At an Extraordinary General Meeting held on 28 March 2007, Shareholders authorised the Directors pursuant to Section 80 of the Act to allot authorised but unissued Ordinary Shares in the share capital of the Company. This authority expires at the Annual General Meeting. Accordingly, Shareholders' approval is being sought in respect of a similar authority to the Directors for the period up to the 2008 Annual General Meeting

Resolution 8 will grant to the Directors authority to allot Ordinary Shares up to an amount of £556,000, being the equivalent of approximately one-third of the enlarged issued share capital of the Company. It is typical, and in accordance with industry guidelines, for a company to grant its directors the authority to allot equity securities amounting to one-third of its issued share capital on an annual basis. This authority will expire on the date of the next Annual General Meeting of the Company or 15 months after the date of the passing of the resolution, whichever is earlier.

Disapplication of pre-emption rights – Resolution 9

Section 89 of the Act gives holders of equity securities (within the meaning of the Act), certain rights of pre-emption on the issue for cash of new equity securities. It is the opinion of the Board that it is in the best interests of the Shareholders that the Board has limited authority to allot some part of the Company's authorised but unissued share capital for cash without having to first offer Ordinary Shares to existing Shareholders. At the Extraordinary General Meeting held on 28 March 2007, the Shareholders approved a limited disapplication of Section 89 of the Act. This authority expires at the Annual General Meeting.

Resolution 9 (a) will disapply Section 89 pre-emption rights for any issue of new Ordinary Shares to existing Shareholders made pro rata to existing holdings. Typically, this would involve a rights issue. This means that, although an issue of Ordinary Shares will be made to Shareholders in accordance with their existing holdings (and will therefore have no dilutive effect), the directors do not have to comply with the procedural requirements of the Act. This authority will expire on the date of the next Annual General Meeting of the Company or 15 months after the date of the passing of the resolution, whichever is earlier.

Resolution 9(b) will disapply statutory pre-emption rights for allotments for cash of Ordinary Shares up to an aggregate nominal amount of £83,500, which is the equivalent to approximately 5% of the enlarged issued share capital of the Company. Again, it is typical for a company to empower its directors to disapply statutory pre-emption rights in respect of a proportion of its issued share capital on an annual basis. Industry guidelines suggest that a company limit such disapplication to 5% of its issued share capital. This authority will expire on the date of the next Annual General Meeting of the Company or 15 months after the date of the passing of the resolution, whichever is earlier.

Annual General Meeting

As indicated in the attached notice of Annual General Meeting, the Resolutions will be proposed at the Annual General Meeting. The Resolutions are conditional upon the approval of the Shareholders. The meeting will be held at 11.00 a.m. on 13 June 2007 at the offices of Brewin Dolphin Securities Limited, 12 Smithfield Street, London EC1A 9BD.

Action to be taken

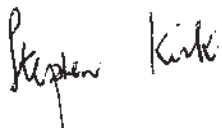
The Form of Proxy for use by Shareholders at the Annual General Meeting is attached to this circular. If you are unable to be present at the Annual General Meeting, please complete and sign the Form of Proxy and return it to the Company's registrars by post to Proxy Processing Centre, Capita Registrars, Telford Road, Bicester, OX26 4LD or by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to be received as soon as possible and, in any event, by no later than forty-eight hours before the Annual General Meeting.

You are entitled to appoint a proxy to attend and vote instead of you. However, the completion and return of the Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you wish to do so.

Recommendation

The Board believes that the proposals being put to the Shareholders as described in this letter are in the best interests of the Company. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting. The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings amounting to 533,187,926 Ordinary Shares (representing approximately 31.98% of the Company's issued share capital).

Yours sincerely



Stephen Kirk
Chairman

Notice of Annual General Meeting

(Registered in England and Wales, Company number 03901656)

Notice is given that an Annual General Meeting of the Company will be held at the office of Brewin Dolphin Securities, 12 Smithfield Street, London EC1A 9BD on 13 June 2007 at 11 a.m. or as soon after such time to consider and, if thought fit, pass the following resolutions of which numbers 1 to 8 will be proposed as ordinary resolutions and numbers 9 and 10 will be proposed as special resolutions:

Ordinary Resolutions

- 1) To receive and adopt the reports of the directors and of the auditors and the audited accounts of the Company for the year ended 31 December 2006.
- 2) To receive, adopt and approve the Directors' remuneration report for the year ended 31 December 2006.
- 3) To re-elect Stephen Kirk as a director of the Company.
- 4) To re-elect Jim Hall as a director of the Company.
- 5) To re-elect Peter Sibley as a director of the Company.
- 6) To re-elect Andrew Booth, retiring by rotation, as a director of the Company.
- 7) To re-appoint BDO Stoy Hayward as auditors of the Company from the conclusion of this meeting to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration.
- 8) That, in substitution for any existing authority, the directors be and they are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) provided that this authority shall be limited to the allotment of relevant securities up to a nominal amount of £556,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of passing such resolution or at the conclusion of the next Annual General Meeting of the Company, whichever first occurs, but so that the Company is able before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after expiry of such an authority and the directors will be authorised to allot relevant securities in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolutions

- 9) That, in substitution for any existing authority and subject to the passing of resolution number 8 above, the directors be and are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash as if sub-paragraph (1) of Section 89 of the Act did not apply to such allotment provided that this is limited to:
 - (a) the allotment of equity securities in connection with or pursuant to an offer to the holders of ordinary shares in the Company and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders' existing holdings of ordinary shares or, as appropriate, to the number necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body in any territory; and
 - (b) the allotment generally (otherwise than pursuant to sub paragraph (a) above) of equity securities for cash up to an aggregate nominal value of £83,500, and (unless previously revoked, varied or renewed) such authority expires 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but so that the Company is able before such expiry to make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power conferred by this resolution has expired.
- 10) That the quotation of the Company's ordinary shares on AIM, a market operated by the London Stock Exchange, be cancelled on 21 June 2007.

By Order of the Board



Evelyn Kimber
Company Secretary
18 May 2007

Registered Office
8 Fitzroy Square
London
W1T 5HN

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. A form of proxy is enclosed for the use of members unable to attend the meeting.
2. To be valid, the form of proxy and any authority under which it is executed (or a notorially certified copy of such authority) must be deposited at the offices of the Company's registrars no fewer than forty-eight hours before the time appointed for holding the meeting or adjourned meeting to which it relates or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Deposit of the form of proxy does not prevent a member from attending and voting in person at the meeting or an adjournment of the meeting or on a poll.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is 5.00 p.m. on 11 June 2007. Entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than forty-eight hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the register of members at the time which is forty-eight hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
5. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holdings.

Form of Proxy World Television Group plc

For use at the Annual General Meeting to be held at the offices of Brewin Dolphin Securities, 12 Smithfield Street, London EC1A 9BD on 13 June 2007 at 11.00 a.m.

I/We

BLOCK CAPITALS PLEASE

of

BLOCK CAPITALS PLEASE

being (a) member(s) of World Television Group plc (the "Company") hereby appoint the chairman of the meeting or *

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 13 June 2007 at 11.00 a.m. and at any adjournment thereof. I/We have indicated with an 'X' in the appropriate spaces how I/we wish my/our votes to be cast.

Resolution	For	Against	Withheld
1. To receive and adopt the Report and Accounts for the year ended 31 December 2006.			
2. To receive, adopt and approve the Directors' remuneration report.			
3. To re-elect Stephen Kirk as a director.			
4. To re-elect Jim Hall as a director.			
5. To re-elect Peter Sibley as a director.			
6. To re-elect Andrew Booth, retiring by rotation, as a director.			
7. To reappoint BDO Stoy Hayward as auditors.			
8. To authorise the directors to allot relevant securities.			
9. To disapply statutory pre-emption rights.			
10. To approve the cancellation of the quotation of the Company's shares on AIM.			

If this form is signed and returned without any indication as to how the proxy shall vote, he may exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

Signature

Signature Date

* You may, if you wish, insert here the name(s) of the person(s) of your choice, who need not be a member of the Company, to attend and vote at the Annual General Meeting on your behalf. To be valid, this form must be either posted to Proxy Processing Centre, Capita Registrars, Telford Road, Bicester, OX26 4LD or delivered by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to arrive not less than forty-eight hours before the time of the Annual General Meeting.

Notes

Please indicate by placing 'X' either under the column "For" or the column "Against" or the column "Withheld" how you wish your votes to be cast. On receipt of this form duly signed, but without any specific direction how you wish your vote to be cast, your proxy may vote or abstain, at their discretion. On any other business (including a motion to adjourn the meeting or to amend a resolution) the proxy will vote at their discretion.

The "Withheld" option is provided to enable you to abstain on the resolution. However it should be noted that a "Withheld" vote is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" the resolution.

A corporation must have this form executed under its common seal (or such form of execution as has the same effect) or on its behalf by an attorney or a duly authorised officer of the corporation.

If this form is executed under a power of attorney or other authority the original power or authority or a notarially certified copy thereof must be lodged with Capita Registrars along with this form.

In the case of joint holders, any one holder may sign but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

If you appoint a proxy, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment of the Annual General Meeting.



