
NOTICE OF AGM



ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of ABC Communications (Holdings) Limited (the “**Company**”) will be held at Salon II, B3 Level, The Ritz Carlton Hotel, 3 Connaught Road Central, Hong Kong on **29 August 2007 (Wednesday)** at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions:

1. To receive the audited Statements of Accounts and Reports of the Directors and Auditors for the financial year ended 31 March 2007;
2. To re-elect retiring Directors;
3. To re-appoint PricewaterhouseCoopers as auditors and to fix their remuneration;

As special business to consider and, if thought fit, pass the following Resolutions as Ordinary Resolutions:–

4. “**THAT** for the period up until the next annual general meeting each of the Directors is authorised to be paid a director’s fee of such sum not exceeding HK\$50,000 as the board of Directors shall determine.”
 5. (Please read Note 4)
- (1) “**THAT**:–

- a) the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company, including making and granting offers, agreements and options which would or might require shares to be allotted, issued or dealt with whether during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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), the additional shares allotted, issued or dealt with,

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(including shares agreed conditionally or unconditionally to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20 per cent of the nominal amount of the share capital of the Company in issue at the date of this Resolution;

b) for the purpose 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 any applicable law of Bermuda or the bye-laws of the Company (the “**Bye-laws**”) to be held; and
- iii. the revocation or variation of the authority given under this Resolution by way of Ordinary Resolution of the shareholders of the Company in general meeting; and

c) the authority contained in this Resolution shall replace the similar authority granted at the general meeting of the Company held on 23 August 2006.”

(2) “**THAT**:–

a) there be granted to the Directors of the Company an unconditional general mandate to repurchase shares in the capital of the Company, and that the exercise by the Directors of the Company of all powers of the Company to purchase shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:–

- i. such mandate shall not extend beyond the Relevant Period;
- ii. such mandate shall authorise the Directors of the Company to procure the Company to repurchase shares at such prices as the Directors of the Company may at their discretion determine;
- iii. the aggregate nominal amount of the shares repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and

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- b) for the purpose 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; and
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Bermuda or the Bye-laws to be held; and
 - iii. the revocation or variation of this Resolution by an Ordinary Resolution of the shareholders of the Company in general meeting.
- c) the authority contained in this Resolution shall replace the similar authority granted at the general meeting of the Company held on 23 August 2006.”

(3) **“THAT:–**

conditional upon the passing of Resolutions No. 5(1) and 5(2) as set out in the Notice convening this Meeting, the aggregate nominal amount of the shares which are repurchased by the Company pursuant to and in accordance with Resolution No. 5(2) above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with Resolution No. 5(1).”

By Order of the Board
Patricia Yeung Shuk Kwan
Secretary

Hong Kong, 6 August 2007

Registered Office:–
Clarendon House, 2 Church Street
Hamilton HM11
Bermuda

*Principal place of business
in Hong Kong:–*
2nd Floor Jade Mansion
40 Waterloo Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s Registrars, Computershare Hong Kong Investor Services Limited of Rooms 1806-1807, 18th Floor Hopewell Centre, 183 Queen’s Road East, Hong Kong at least 48 hours before the time fixed for holding the meeting or any adjournment thereof.

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3. The register of members will be closed from **27 August 2007 (Monday)** to **28 August 2007 (Tuesday)**, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the forthcoming 2007 Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on **24 August 2007 (Friday)**.
4. With regard to the Ordinary Resolutions referred to in agenda items 5 (1) and 5(2), approval is being sought from the shareholders for a general mandate to (a) allot shares of the Company and (b) re-purchase shares up to the relevant 20 per cent and 10 per cent limits. These authorities are sought in order that the Directors might take advantage of any relevant circumstances but the Directors have no immediate plans to issue any new shares of the Company or re-purchase any shares of the Company pursuant to such mandates.
5. Members are recommended to read the circular of the Company containing information concerning the Resolutions proposed in this notice.

As at the date hereof, the board of Directors of the Company comprises Mr. George Joseph Ho, Mr. Joey Fan and Ms. Yeung Shuk Kwan, Patricia as Executive Directors, Mr. Tse Chi Hung, Michael, Mr. George Ho and Mr. Leung Kwok Kit as Non-Executive Directors and Mr. Fu Hau Chak, Adrian, Mr. Li Kwok Sing, Aubrey and Mr. Kwok Chi Hang, Lester as Independent Non-Executive Directors.