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## **ABC COMMUNICATIONS (HOLDINGS) LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 30)

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2013 AND RETIREMENT OF DIRECTORS**

The Board wishes to announce that all the resolutions set out in the Notice of the AGM were duly passed by way of poll by the Shareholders at the AGM held on 30 September 2013, except Resolutions Nos. 2(a), 2(b), 9 and 10.

Reference is made to the notice of the annual general meeting ("**AGM**") of ABC Communications (Holdings) Limited (the "**Company**") dated 4 September 2013 (the "**Notice**"), the circular dated 4 September 2013 issued by the Company ("**Circular**"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The Board wishes to announce that all the resolutions set out in the Notice were duly passed by way of poll by the Shareholders at the AGM held on 30 September 2013, except Resolutions Nos. 2(a), 2(b), 9 and 10.

As at the date of AGM, the total number of the issued shares of the Company was 1,379,457,200, which was the total number of Shares entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. There were no Shareholders who are required under the Listing Rules to abstain from voting at the AGM.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer at the AGM for the purpose of the vote-taking. The poll results in respect of each of the proposed resolutions (the "Resolutions") at the AGM were as follows:

| Ordinary Resolutions |  | Number of Votes Cast and Percentage of Total Number of Votes Cast |                          |
|----------------------|--|---|--------------------------|
|                      |  | For   | Against                  |
| 1.                   | To receive and adopt the audited financial statements and reports of the Directors and auditors for the financial year ended 31 March 2013.  | 207,318,650<br>(55.975%)  | 163,056,500<br>(44.025%) |
| 2.                   | (a) To re-elect Mr. Qiu Hai Jian as Director.  | 64,650<br>(0.031%)  | 207,254,000<br>(99.969%) |
|                      | (b) To re-elect Mr. Song Gaofeng as Director.  | 163,121,150<br>(44.042%)  | 207,254,000<br>(55.958%) |
|                      | (c) To re-elect Mr. Yau Chung Hang as Director.  | 207,310,650<br>(100%)   | 0<br>(0%)                |
| 3.                   | To authorize the Board to fix the remuneration of each of the Directors.   | 207,318,650<br>(55.975%)  | 163,056,500<br>(44.025%) |
| 4.                   | To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration.  | 207,318,650<br>(55.975%)  | 163,056,500<br>(44.025%) |
| 5.                   | To give a general mandate to the Directors to issue shares not exceeding 20% of the existing issued share capital of the Company.  | 207,318,650<br>(55.975%)  | 163,056,500<br>(44.025%) |
| 6.                   | To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the existing issued share capital of the Company.  | 207,318,650<br>(55.975%)  | 163,056,500<br>(44.025%) |
| 7.                   | To give a general mandate to the Directors to add the shares which are purchased by the Company pursuant to Resolution No.6 to the aggregate nominal amount of the shares which may be issued pursuant to Resolution No.5. | 207,318,650<br>(55.975%)  | 163,056,500<br>(44.025%) |
| 8.                   | To adopt the New Share Option Scheme (the "Scheme") of the Company and to authorize the Board to issue option pursuant to the Scheme.  | 207,318,650<br>(55.975%)  | 163,056,500<br>(44.025%) |

| <b>Special Resolutions</b> |  |                          |                          |
|----------------------------|--|--------------------------|--------------------------|
| 9.                         | To change the Company's name to "Optimum Resources Group Holdings Limited" and adopt the Chinese name "佳源控股集團有限公司" in replacement of the existing Chinese name used for identification purpose only. | 207,318,650<br>(55.975%) | 163,056,500<br>(44.025%) |
| 10.                        | To adopt the New Bye-laws in replacement of the existing Bye-laws of the Company.  | 207,316,650<br>(55.975%) | 163,056,500<br>(44.025%) |

As more than 50% of votes were casted in favour of the above Resolutions Nos. 1, 2(c), 3 to 8, Resolutions Nos.1, 2(c), 3 to 8 were duly passed as ordinary resolutions.

As more than 50% of the votes were casted against the above Resolutions Nos. 2(a) and 2(b), Resolutions Nos. 2(a) and 2(b) were not passed as ordinary resolutions.

As less than 75% of votes were casted in favour of Resolutions Nos. 9 and 10, Resolutions Nos. 9 and 10 were not passed as special resolutions.

#### **RETIREMENT OF DIRECTORS**

Following the conclusion of the AGM held on 30 September 2013, each of Mr. Qiu Hai Jian and Mr. Song Gaofeng have retired as a non-executive director and an executive director of the Company respectively. The Board would like to take this opportunity to thank Mr. Qiu Hai Jian and Mr. Song Gaofeng for their valuable contributions to the Company during their tenure of service.

By order of the Board  
**ABC Communications (Holdings) Limited**  
**Chen Jiasong**  
*Chairman*

Hong Kong, 30 September 2013

*As at the date of this announcement, the Board of the Company comprises:*

*Executive Directors:*

Mr. Chen Jiasong (Chairman)  
Mr. Cheung Wai Shing

*Independent Non-executive Directors:*

Mr. Chen Haoyun, Jordy  
Mr. Lee Kwong Yiu  
Mr. Yau Chung Hang  
Mr. Zhang Guang Hui