



# ABC COMMUNICATIONS (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 30)

## FORM OF PROXY FOR THE SPECIAL GENERAL MEETING OF THE COMPANY (OR AT ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of ABC Communications (Holdings) Limited (the "Company"), HEREBY APPOINT the Chairman of the special general meeting or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy at the special general meeting of the Company to be held at Basement 2 (B2), The Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong on Monday, 5 March 2012 at 10:00 a.m. and at any adjournment thereof and on a poll to vote on my/our behalf in respect of resolutions proposed under the numbered items in the notice of special general meeting as directed below:

| Ordinary Resolution   | For <sup>4</sup> | Against <sup>4</sup> |
|---|------------------|----------------------|
| <p><b>THAT</b></p> <p>(i) the execution of the placing agreement (the "Placing Agreement") dated 18 January 2012 between the Company and United Simsen Securities Limited in respect of the best effort placing of up to 400,000,000 new shares (the "Placing Shares") of HK\$0.01 each in the share capital of the Company be and is hereby confirmed, approved and ratified; and</p> <p>(ii) the directors of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable or necessary in connection with the Placing Agreement including without limitation:</p> <p>(a) the allotment and issue of Placing Shares pursuant to the Placing Agreement;</p> <p>(b) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements in relation to the allotment and issue of Placing Shares pursuant to the Placing Agreement; and</p> <p>(c) the taking of actions to implement the transactions contemplated under the Placing Agreement.</p> |                  |                      |

Dated \_\_\_\_\_

Signature<sup>5</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the special general meeting is preferred, strike out the words "the Chairman of the special general meeting or" and insert the name and address of the proxy desired in the space provided. Your proxy need not be a member of the Company, but must attend the special general meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE "FOR" ANY OF THE MATTERS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE "AGAINST" ANY OF THE MATTERS, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be in writing under your hand or of your attorney duly authorized in writing or, in case of a corporation either under its common seal or under the hand of an officer or attorney as authorized.
- 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 holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of member.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the special general meeting if you so wish.