



# ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

## Form of proxy for use at the Annual 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 Annual General Meeting or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the Annual 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 Tuesday, 30 September 2014 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 Annual General Meeting as directed below:-

		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and adopt the audited financial statements and reports of the directors of the Company ("Directors") and auditors for the financial year ended 31 March 2014.		
2.	(a) To re-elect Mr. Chen Jiasong as Director. <sup>9</sup>		
	(b) To re-elect Mr. Zhao Baolong as Director.		
	(c) To re-elect Mr. Cheung Wai Shing as Director.		
	(d) To re-elect Mr. Xu Jian Zhong as Director.		
3.	To authorize the board of Directors (the "Board") to fix the remuneration of each of the Directors.		
4.	To re-appoint auditors of the Company and to authorize the Board to fix their remuneration.		
5.	To give a general mandate to the Directors to issue shares not exceeding 20% of the existing issued share capital of the Company.		
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.		
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.		
8.	To change the Company's name to "Optimum Resources Group Holdings Limited" and adopt the Chinese name "佳源控股集团有限公司" in replacement of the existing Chinese name used for identification purpose only.		
9.	To adopt the new bye-laws in replacement of the existing bye-laws of the Company.		

Dated \_\_\_\_\_

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

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 Annual General Meeting is preferred, strike out the words "the Chairman of the Annual 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 Annual General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED 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 members.
- 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 Annual General Meeting if you so wish.
- Mr. Chen is currently suspended from all executive duties of the Company. For further information, please refer to the announcements of the Company dated 10, 17 and 28 July and 29 August 2014.