

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ABC Communications (Holdings) Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, (2) PROPOSED RE-ELECTION OF DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of ABC Communications (Holdings) Limited to be held at Basement 2 (B2), The Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong on Wednesday, 30 September 2015 at 10:00 a.m. is set out on pages 15 to 18 of this circular.

A letter from the Board of directors of ABC Communications (Holdings) Limited is set out on pages 3 to 5 of this circular.

If you are not able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of ABC Communications (Holdings) Limited in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

28 August 2015

DEFINITIONS

In this circular (other than in the notice of the AGM), the following expressions have the meanings respectively set opposite them unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be convened on Wednesday, 30 September 2015;
“AGM Notice”	the notice of the AGM set out on pages 15 to 18 of this circular;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	board of directors of the Company;
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities;
“Bye-laws”	the bye-laws of the Company;
“Companies Act”	the Companies Act 1981 of Bermuda;
“Company”	ABC Communications (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its Subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	24 August 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate to be granted to the Directors at the AGM authorizing the Company to repurchase up to 10% of the fully paid Shares in issue at the date of the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company;
“Share Issue Mandate”	a general unconditional mandate to be granted to the Directors at the AGM authorizing the Company to allot additional Shares of up to 20% of the nominal amount of the share capital of the Company in issue at the date of the AGM;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is, for the time being and from time to time, a subsidiary (within the meaning of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) of the Company;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeover Codes”	The Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

Executive Directors:

Mr. Chow Wang (*Chairman*)

Mr. Cheung Wai Shing

Mr. Xu Jian Zhong

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Non-Executive Director:

Mr. Fong For

Principal Place of Business in Hong Kong:

Room 2709-10

Independent Non-Executive Directors:

Mr. Jiang Zhi

Mr. Leung Ka Kui, Johnny

Ms. Wong Chui San, Susan

27/F China Resources Building

No. 26 Harbour Road

Wanchai

Hong Kong

28 August 2015

To the Shareholders

Dear Sirs

**(1) PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This circular includes information required by the Listing Rules to be given to the Shareholders concerning (1) the proposed general mandates for the issue of shares and repurchase of shares to be granted to the Directors and (2) the proposed re-election of Directors at the AGM of the Company to be held on Wednesday, 30 September 2015.

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

Resolution No. 5 sets out in the accompanying AGM Notice will, if passed, give a general unconditional mandate to the Directors authorizing the Company to allot additional Shares of up to 20% of the nominal amount of the share capital of the Company in issue at the date of the AGM. As at the Latest Practicable Date, the total number of Shares in issue was 1,986,415,200 Shares. Assuming the number of Shares in issue remains unchanged from the Latest Practicable Date to the date of the AGM, the maximum number of Shares that can be issued upon approval of the Share Issue Mandate would be 397,283,040 Shares.

Resolution No. 7 set out in the AGM Notice will be proposed at the AGM such that, conditional upon Resolutions Nos. 5 and 6 being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the Repurchase Mandate shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the Share Issue Mandate.

3. REPURCHASE MANDATE

Resolution No. 6 set out in the AGM Notice will, if passed, give a general unconditional mandate to the Directors authorizing the Company to repurchase up to 10% of the fully paid Shares in issue at the date of the AGM. Assuming the number of Shares in issue remains unchanged from the Latest Practicable Date to the date of the AGM, the maximum number of Shares that can be repurchased upon approval of the Repurchase Mandate would be 198,641,520 Shares.

4. RE-ELECTION OF DIRECTORS

In relation to the proposed Resolution No. 2 as set out in the AGM Notice regarding the re-election of the retiring Directors, Mr. Chow Wang, Mr. Fong For, Mr. Jiang Zhi, Mr. Leung Ka Kui, Johnny, Ms. Wong Chui San, Susan and Mr. Xu Jian Zhong are eligible and are offering themselves for re-election in accordance with the Bye-laws at the AGM.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Bye-law 70 of the Company's Bye-laws.

LETTER FROM THE BOARD

6. THE AGM

The AGM Notice is dispatched to Shareholders together with this circular. A form of proxy for use at the AGM is also enclosed.

A valid proxy must be completed and returned to the share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed on the proxy form not less than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

7. RECOMMENDATIONS

The Board is of the view that the Share Issue Mandate, the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

Yours faithfully
For and on behalf of the Board
ABC Communications (Holdings) Limited
Chow Wang
Chairman & Executive Director

In relation to the proposed Resolution No. 2 as set out in the AGM Notice regarding the re-election of the retiring Directors, Mr. Chow Wang, Mr. Fong For, Mr. Jiang Zhi, Mr. Leung Ka Kui, Johnny, Ms. Wong Chui San, Susan and Mr. Xu Jian Zhong are eligible and are offering themselves for re-election in accordance with the Company's Bye-laws at the AGM.

The biographical information of the Directors proposed for re-election is set out below.

Mr. Chow Wang ("Mr. Chow")

Mr. Chow, aged 50, was appointed as an Executive Director, the Chairman of the Board, the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company with effect from 9 October 2014. Mr. Chow has over more than 20 years of experience in the field of business development, trading and investment. After Mr. Chow finished his secondary education in China in early 80's, he was engaged in trading business in Shenzhen, China. After relocating to Hong Kong in late 80's, Mr. Chow established Ban Loong Shareholding Limited and acquired Union Shine Technology Limited ("**Union Shine**"). Ban Loong Shareholding Limited is engaged in the investment in private equity projects in Hong Kong and China, while Union Shine is engaged in the production of consumer electronic products, accessories and parts. Mr. Chow has extensive experience in corporate development and management, and has a well-established social network in financial and business sectors in Hong Kong and China. Mr. Chow is also a director of the following subsidiaries of the Company, namely, Ban Loong Finance Company Limited and Ban Loong Property Investment Limited.

As at the Latest Practicable Date, Mr. Chow has interest in 64,964,000 Shares representing approximately 3.27% of the total number of Shares in issue of the Company.

As at the Latest Practicable Date and save as disclosed above, Mr. Chow does not (a) hold any position with the Company and other members of the Company immediately before his present appointment; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the SFO; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Chow and the Company but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Chow is entitled to a director's fee of HK\$100,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Chow did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Fong For (“Mr. Fong”)

Mr. Fong, aged 56, was appointed as a Non-executive Director of the Company on 12 December 2014. Mr. Fong completed his high school education in Lufeng, Guangdong, China. He is currently the Honorary President of the Confederacy of Hong Kong Shanwei Clansmen Limited, and a Vice President of the Standing Committee of the Overseas Friendship Association of Shanwei. Mr. Fong was a member of the Shanwei Committee of the Chinese People’s Political Consultative Conference. Mr. Fong has many years of business and management experience in textile, trading, investments, property development and logistics.

As at the Latest Practicable Date, Mr. Fong has interest in 331,068,000 Shares representing approximately 16.67% of the total number of Shares in issue of the Company.

On 11 May 2006, Mr. Fong (a) pleaded guilty to one summons relating to his failure to notify the listed issuer of his interests in shares of Zheda Lande Scitech Limited, whose H shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with stock code: 8106, amounting to over 10% of the H shares of that listed company which should be disclosed under Part XV of the SFO; (b) was convicted for contravening Part XV of the SFO; and (c) was fined by The Eastern Magistrates’ Courts of Hong Kong for HK\$6,000 (and investigation costs of the Securities and Futures Commission). Save as disclosed above, Mr. Fong has not been convicted of any other offences.

Despite the conviction disclosed above, both Mr. Fong and the Company consider that it is appropriate for Mr. Fong to act as a director of the Company because the relevant offence has no relevance to his character and integrity and was, according to Mr. Fong, an act of oversight. In particular, although Mr. Fong failed to file the disclosure form to the listed issuer, he did file the disclosure form to the Stock Exchange. The Company has enquired with Mr. Fong about the offence and conviction before his appointment, who confirmed to the Company that he had now gained the relevant knowledge and experience and would be able to comply with the statutory and regulatory requirements imposed on directors of listed companies.

As at the Latest Practicable Date, and save as disclosed above, Mr. Fong does not (a) hold any position with the Group; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the SFO; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Fong and the Company but he is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Fong is entitled to a director’s fee of HK\$20,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Fong did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Jiang Zhi (“Mr. Jiang”)

Mr. Jiang, aged 46, was appointed as an Independent Non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company on 19 January 2015. Mr. Jiang obtained a master degree (major in civil and commercial law) from Southwest University of Political Science & Law in Shenzhen, PRC in 2001. Mr. Jiang has been practising in various reputable law firms in Shenzhen since 1989. Mr. Jiang obtained PRC solicitors practising certificate and became a qualified lawyer in China in 1993. Mr. Jiang was a founder and a partner of Guangdong Jun Yan Law Firm from 2003 to 24 August 2015. Mr. Jiang now is the partner of Guangdong Shenxin Lawyers (廣東深信律師事務所). Mr. Jiang provides legal advice to many clients in different industries in the PRC. His practice area includes mainly contract law, real estate law, corporate law and medical law. Mr. Jiang has solid academic foundation and rich practical experience in those areas.

As at the Latest Practicable Date and save as disclosed above, Mr. Jiang does not (a) hold any position with the Group; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the SFO; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Jiang and the Company but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Jiang is entitled to a director’s fee of HK\$20,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Jiang did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Leung Ka Kui, Johnny (“Mr. Leung”)

Mr. Leung, aged 57, was appointed as an Independent Non-executive Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Leung holds a Bachelor degree in Laws from the University of London. Mr. Leung is a qualified solicitor in Hong Kong, England & Wales and Singapore, and is a Notary Public and China Appointed Attesting Officer. He has over 28 years of experience in legal field and is the senior partner of Messrs. Johnny K.K. Leung & Co., Solicitors & Notaries. Mr. Leung is currently an independent non-executive director of Celestial Asia Securities Holdings Limited (Stock Code: 1049) which is listed on the Main Board of the Stock Exchange. Mr. Leung is also an independent non-executive director of Phoenitron Holdings Limited (Stock Code: 8066) which is listed on the Growth Enterprise Market of the Stock Exchange. Mr. Leung has retired as an independent non-executive director of AMCO United Holdings Limited (Stock Code: 630) since 30 June 2015.

As at the Latest Practicable Date and save as disclosed above, Mr. Leung does not (a) hold any position with the Group; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the SFO; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Leung and the Company but he is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Leung is entitled to a director’s fee of HK\$20,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Leung did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Wong Chui San, Susan (“Ms. Wong”)

Ms. Wong, aged 41, was appointed as an Independent Non-executive Director, the Chairman of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee of the Company. Ms. Wong is the company secretary of Zebra Strategic Holdings Limited (Stock Code: 8260) which is listed on the Growth Enterprise Market of the Stock Exchange. Ms. Wong has been a certified practising accountant of the Australian Society of Certified Practising Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since May 1999 and May 2000, respectively. She is also a member of The Society of Chinese Accountants and Auditors, a fellow and a certified tax adviser of the Taxation Institute of Hong Kong. Ms. Wong has more than 19-year experience in auditing, accounting and taxation. She is also the Director of W. Wong CPA Limited and the founder of Messrs. C.S. Wong & Co.

As at the Latest Practicable Date and save as disclosed above, Ms. Wong does not (a) hold any position with the Group; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the SFO; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Ms. Wong and the Company but she is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Ms. Wong is entitled to a director’s fee of HK\$20,000 per month, which is determined by reference to her duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Ms. Wong did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Xu Jian Zhong (“Mr. Xu”)

Mr. Xu, aged 58, was appointed as an Executive Director of the Company on 25 August 2014. Mr. Xu graduated from Guangzhou Institute of Foreign Languages (now known as Guangdong University of Foreign Studies) with a Bachelor Degree of English in 1975. He has been engaged in international trade as early as 1976 when he previously worked in Ministry of Foreign Trade, Beijing, China National Chemicals Import and Export Corporation (now known as Sinochem Group) and his own enterprises. Mr. Xu has many years of successful experience in international trade, is fluent in various foreign languages and has good connections with trading partners both in China and overseas.

As at the Latest Practicable Date and save as disclosed above, Mr. Xu does not (a) hold any position with the Company and other members of the Company immediately before his present appointment; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the SFO; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Xu and the Company but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Xu is entitled to a director’s fee of HK\$30,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Xu did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

The information set out below constitutes an explanatory statement for the purpose of Rule 10.06 of the Listing Rules:-

(1) Share Capital

Exercise in full of the Repurchase Mandate (on the basis of 1,986,415,200 Shares in issue as at the Latest Practicable Date) would result in up to 198,641,520 Shares being repurchased by the Company during the Relevant Period (as defined in Resolution No. 6), assuming no Shares are issued or repurchased between the Latest Practicable Date and the date of AGM.

(2) Reasons for Repurchases

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the value of the Shares and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

(3) Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the laws of Bermuda and the Memorandum of Association and Bye-laws of the Company. Such funds may include profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the repurchases.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(4) Share Price

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding and up to the Latest Practicable Date were as follows:

	Traded Market Price	
	Highest HK\$	Lowest HK\$
2014		
August	Suspended	
September	0.2010	0.1150
October	0.1720	0.1310
November	0.1800	0.1170
December	0.1480	0.1150
2015		
January	0.1300	0.1150
February	0.1200	0.1050
March	0.1910	0.1020
April	0.4800	0.1400
May	0.4450	0.3000
June	0.5500	0.2900
July	0.3450	0.1190
August (up to the Latest Practicable Date)	0.3000	0.1970

(5) Hong Kong Code on Takeovers and Mergers

If as a result of a repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares by the Company.

The Directors are not aware of any such consequences which would arise under the Takeovers Code as a consequence of any exercise of the Repurchase Mandate. In the event that any exercise of the Repurchase Mandate would, to the knowledge of the Directors, have such a consequence, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

(6) Miscellaneous

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the Company's power to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

Assuming that the Repurchase Mandate is exercised in full, the share capital of the Company in issue will be reduced to 1,787,773,680 Shares (on the basis of 1,986,415,200 Shares in issue as at the Latest Practicable Date). The Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

The Company has not repurchased Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

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 ABC Communications (Holdings) Limited (the “**Company**”) will be held at Basement 2 (B2), The Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong on Wednesday, 30 September 2015 at 10:00 a.m. to transact the following business:

1. To receive and adopt the audited financial statements and the reports of directors of the Company (the “**Directors**”) and auditors for the financial year ended 31 March 2015;
2. To re-elect the following retiring Directors: (a) Mr. Chow Wang, (b) Mr. Fong For, (c) Mr. Jiang Zhi, (d) Mr. Leung Ka Kui, Johnny, (e) Ms. Wong Chui San, Susan and (f) Mr. Xu Jian Zhong;
3. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and authorize the Board to fix their remuneration;
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-

“**THAT:-**

- a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of HK\$0.01 each in the capital of the Company (“**Shares**”), and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period but shall not otherwise extend beyond the Relevant Period;
- c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into shares of the Company, (iii) any employee share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (a) shall be limited accordingly;
- d) the approval in paragraph (a) above shall be additional to the authority given to the directors at any time to allot and issue additional shares in the capital of the Company; and
- e) 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 to be held; and
- iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF AGM

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors made to the holders of the Shares on the register of members of the Company 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 recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-

“**THAT:-**

- a) there be granted to the Directors an unconditional general mandate to repurchase shares in the capital of the Company, and that the exercise by the Directors 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 authorize the Directors to procure the Company to repurchase shares at such prices as the Directors 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% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and
- 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 of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

7. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

conditional upon the passing of Resolutions Nos. 5 and 6 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. 6 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 pursuant to and in accordance with Resolution No. 5.”

By Order of the Board
ABC Communications (Holdings) Limited
Chow Wang
Chairman & Executive Director

Hong Kong, 28 August 2015

Registered Office:-
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:-
Room 2709-10
27/F China Resources Building
No. 26 Harbour Road
Wanchai
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. The register of members will be closed from 25 September 2015 to 30 September 2015, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the forthcoming 2015 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 of 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at least 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. 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 comprises:-

Executive Directors:

Mr. Chow Wang (*Chairman*)
Mr. Cheung Wai Shing
Mr. Xu Jian Zhong

Non-Executive Director:

Mr. Fong For

Independent Non-executive Directors:

Mr. Jiang Zhi
Mr. Leung Ka Kui, Johnny
Ms. Wong Chui San, Susan