



# ABC Communications (Holdings) Limited

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 30)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of the Shareholders of ABC Communications (Holdings) Limited (the “**Company**”) will be held at Peking Room, The American Club Hong Kong, 48th Floor, Exchange Square Two, 8 Connaught Place, Central, Hong Kong on 11 August 2008 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without modifications:

### ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the terms and conditions of the agreement for sale and purchase of all the shares in ABC Global Limited between the Company as vendor and H.C.B.C. Enterprises Limited as purchaser dated 2 May 2008 (the “**Disposal Agreement**”, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (details of which are set out in the circular dated 18 July 2008 despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to this meeting and marked “B” and initialled by the chairman of the meeting for the purpose of identification) be and are hereby approved and the execution of the Disposal Agreement by a director of the Company (a “**Director**”) be and is hereby approved, confirmed and ratified in all respects; and
- (b) the Directors (or any one of them) be and are hereby authorised to do such acts or things and execute such documents which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Disposal Agreement.”

2. “**THAT**, subject to and contingent upon Resolutions 1 and 3 being passed and the completion of the sale under the Disposal Agreement:

- (a) the payment of a special dividend of HK\$0.5866 (the “**Special Dividend**”) for each ordinary share in the capital of the Company held by the shareholders of the Company as at the date of this Resolution payable at such time and date as the Directors may, in their absolute discretion, determine, amounting to an aggregate of up to approximately HK\$273,868,476 be and is hereby approved; and

- (b) the Directors (or any one of them) be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they/he/she may from time to time consider necessary, desirable or expedient to give effect to such matters and this Resolution as they/he/she may deem fit.”

### **SPECIAL RESOLUTION**

3. “**THAT**, subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new shares of HK\$0.01 each of the Company and with effect from 9:30 a.m. (Hong Kong time) on the next business day (not being a Saturday) after the date on which this resolution is passed:
- (a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued shares of the Company of HK\$0.10 each so that each of such issued shares shall be treated as one fully paid share of HK\$0.01 each and the credit arising from the capital reduction in the books of the Company be transferred to the contributed surplus account of the Company where it may be applied in accordance with the bye-laws of the Company and all applicable laws, including to eliminate the accumulated deficit of the Company (if any);
  - (b) the authorised but unissued share capital of the Company be sub-divided by sub-dividing each of the authorised but unissued Shares of HK\$0.10 each in the capital of the Company into 10 new shares of HK\$0.01 each in the capital of the Company; and
  - (c) the share premium account of the Company be reduced to zero by cancelling the entire amount standing to the credit of the share premium account (in the amount of HK\$76,470,297 as at 31 March 2008) and the cancelled amount be transferred to the contributed surplus account of the Company, and the Directors be and are hereby authorised to apply the appropriate sums from such contributed surplus account in accordance with the bye-laws of the Company and all applicable laws, including to eliminate the accumulated deficit of the Company (if any).”

Yours faithfully,  
For and on behalf of the board of  
**ABC Communications (Holdings) Limited**  
**Patricia Yeung Shuk Kwan**  
*Managing Director*

Hong Kong, 18 July 2008

*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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members will be closed from 7 August 2008 (Thursday) to 11 August 2008 (Monday), both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Special General Meeting and to receive the Special Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 6 August 2008 (Wednesday).
4. 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.*