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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 (the “**SGM**”) 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 Monday, 5 March 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (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
- (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:
 - (a) the allotment and issue of Placing Shares pursuant to the Placing Agreement;
 - (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

- (c) the taking of actions to implement the transactions contemplated under the Placing Agreement.”

By Order of the Board of
ABC Communication (Holdings) Limited
Chen Jiasong
Chairman

Hong Kong, 16 February 2012

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. 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 17M Floor, 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 this circular of the Company containing information concerning the Resolutions proposed in this notice.

As at the date of this notice, the Board of the Company comprises:

Executive Directors:
Mr. Chen Jiasong (Chairman)
Mr. Cheung Wai Shing
Mr. Choy Kai Chung, Andy
Mr. Lau Kevin
Mr. Song Gaofeng
Ms. Ma Sai

Non-executive Director:
Mr. Qiu Hai Jian

Independent non-executive Directors:
Mr. Lee Kwong Yiu
Mr. Lee Ho Yiu, Thomas
Mr. Zhang Guang Hui