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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

**(1) PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME,
(2) PROPOSED CHANGE OF COMPANY NAME,
(3) PROPOSED ADOPTION OF NEW BYE-LAWS
AND
(4) DISPATCH OF AGM CIRCULAR**

The Board proposes to (a) adopt the New Share Option Scheme; (b) change the English name of the Company from “ABC Communications (Holdings) Limited” to “Optimum Resources Group Holdings Limited” and adopt “佳源控股集團有限公司” as its Chinese secondary name; and (c) adopt the New Bye-laws.

The AGM of the Company will be held on 30 September 2013. The AGM Notice sets out the resolutions to be proposed to the Shareholders for their approval at the AGM.

The AGM Circular and the AGM Notice have been dispatched to the Shareholders on 4 September 2013. The AGM Circular contains, inter alia, the terms of the New Share Option Scheme, details of the change of company names, details of the New Bye-laws and other matters relating to the AGM.

INTRODUCTION

The Board proposes to (a) adopt the New Share Option Scheme; (b) change the English name of the Company from “ABC Communications (Holdings) Limited” to “Optimum Resources Group Holdings Limited” and adopt “佳源控股集團有限公司” as its Chinese secondary name; and (c) adopt the New Bye-laws.

The AGM of the Company will be held on 30 September 2013. The AGM Notice sets out the resolutions to be proposed to the Shareholders for their approval at the AGM.

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The Old Share Option Scheme was adopted by the Company on 27 March 2002 for a period of ten years and expired on 26 March 2012. In order to continue to provide the Company with a flexible means of giving incentive to Eligible Participants to recognize and acknowledge the contributions that Eligible Participants made or may make to the Group, the Board proposes that the New Share Option Scheme be approved and adopted by the Shareholders at the AGM.

No options have been granted or are currently outstanding under the Old Share Option Scheme.

Adoption of the New Share Option Scheme is subject to the following conditions precedent:

- (i) passing of the ordinary resolution to approve and adopt the New Share Option Scheme at the AGM;
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares to be issued and allotted by the Company upon the exercise of the Options to be granted under the New Share Option Scheme; and
- (iii) if necessary, the Bermuda Monetary Authority granting permission for the issue and free transfer of any Shares to be issued by the Company upon the exercise of the Options to be granted under the New Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued and allotted upon the exercise of the Options granted under the New Share Option Scheme.

In compliance with Rule 17.02(2) of the Listing Rules, the total number of new Shares in respect of which share options may be granted under the New Share Option Scheme and any other schemes shall not exceed 10% of the Shares in issue as the date of approval of the New Share Option Scheme, unless the Company obtains approval from its shareholders to refresh the 10% limit and on the basis that the maximum number of new Shares in respect of which Options may be granted and yet to be exercised under the New Share Option Scheme and any other schemes shall not exceed 30% of the Shares in issue from time to time.

As at the date of this announcement, the issued share capital of the Company comprised 1,379,457,200 Shares. Assuming that there is no change in the share capital of the Company from the date of this announcement to the date of adoption of the New Share Option Scheme, the maximum number of new Shares in the Company that may be issued under the New Share Option Scheme on the date of its adoption will be 137,945,720 Shares.

The New Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. However, the rules of the New Share Option Scheme provide that the Directors may determine, at their sole discretion, such terms on the grant of an Option. This determination may vary on a case by case basis but no such terms shall be imposed the result of which will be to the advantage of the Eligible Participants without the prior approval of Shareholders in general meeting. The basis for determination of the Subscription Price is also specified precisely in the rules of the New Share Option Scheme. The Directors consider that these criteria and rules will serve to preserve the value of the Company and encourage the Eligible Participants to acquire proprietary interests in the Company.

The Board considers that in order to attract, retain and motivate employees, including directors of the Group to strive for the future development of the Group, it is important that the Group should continue to provide them with an additional incentive and encouragement by offering them an opportunity to obtain an ownership interest in the Company and to enjoy the results of the Company attained through their efforts and contributions.

The Board further considers that in order to enable the Group to motivate Eligible Participants to utilise their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain an on-going business relationship with such Eligible Participants whose contributions are or will be beneficial to the long term growth of the Group, it is important that the Group should be permitted to provide them, where appropriate, with an additional incentive by also offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the success of the business of the Group. The Board believes that the adoption of the New Share Option Scheme will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "ABC Communications (Holdings) Limited" to "Optimum Resources Group Holdings Limited" and adopt "佳源控股集團有限公司" as its Chinese secondary name. Upon the adoption of the new Chinese secondary name, the Company will cease to use its existing Chinese name "佳訊(控股)有限公司" for identification purposes.

The change of company name is subject to: (a) the approval by the Shareholders by way of a special resolution at the AGM; and (b) the Registrar of Companies in Bermuda granting approval for the use of the proposed new English and Chinese names of the Company.

The Company will carry out the necessary filing procedures with the Registrar of Companies in Bermuda and Hong Kong to effect the change of company name once it is approved by the Shareholders at the AGM.

The change of company name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of title to the shares of the Company and shall be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates under the new name of the Company. However, Shareholders may upon payment of a fee of HK\$2.50 for each certificate to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, arrange for new share certificates with the new Company name to be issued to replace existing share certificates. Once the change of the Company's name has become effective, new share certificates for new shares will be issued in the new name of the Company.

The Company has previously passed a special resolution on 6 August 2009 to change its English name to "Global Energy Investments Group Limited" and adopt 環球能源投資集團有限公司 as its Chinese secondary name (the "**2009 Change of Name**"). The 2009 Change of Name has not been registered by the Registrar of Companies in Bermuda and Hong Kong and will not be put into effect.

The Group is currently engaged in two identifiable business segments, namely, the mining operations and the provision of financial quotation services. The mining operations refer to the exploration and exploitation of mineral resources in China conducted by Jun Qiao and its subsidiaries. The provision of financial quotation services includes (i) financial quotation services and securities trading system licensing provided by QuotePower International Limited; and (ii) wireless applications development provided by ABC QuickSilver Limited.

The Board proposes to change the company name to refresh the Company's corporate image and identity, and considers that the proposed new English and Chinese names can more accurately reflect the new strategy of the Company. The Board believes that the change of company name will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

PROPOSED ADOPTION OF NEW BYE-LAWS

The Bye-laws of the Company have not been amended since August 2006. The Board considers that it is appropriate to make corresponding amendments to the Bye-laws to bring them in line with the amendments to the Listing Rules and the Companies Act between 2006 and now, including the following major changes:

(a) Voting at general meetings

The Listing Rules have been amended, whereby any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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 New Bye-laws will put this into effect.

(b) Voting at board meetings

The Listing Rules have been amended, whereby subject to certain exceptions, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting. The New Bye-laws will put this into effect, and the exception that a director may vote on such board resolution provided he or any of his associates are not beneficially interested in more than 5% in the party with which the company proposes to enter into a contract or arrangement will be removed from the Bye-laws.

(c) Physical board meetings

The Listing Rules have been amended, whereby if a substantial shareholder or a director has a conflict of interest in a matter to be considered by the board which the board has determined to be material, the matter should be dealt with by a physical board meeting rather than a written resolution. The New Bye-laws will put this into effect.

(d) Notices of general meetings

Appendix 14 to the Listing Rules (The Corporate Governance Code) has been amended to stipulate that notices to shareholders be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings. The proposed changes to the Bye-laws will provide that the notice period for annual general meetings must be not less than twenty-one clear days and not less than twenty clear business days, the notice period for any special general meeting called for the passing of a special resolution must be not less than twenty-one clear days and not less than ten clear business days, and the notice period for any other special general meeting must be not less than fourteen clear days and not less than ten clear business days.

(e) Share transfers

The Companies Act has been amended to allow for transfer of shares of a listed Company without a proper instrument of transfer. The New Bye-laws will bring in line with this change.

(f) Dividends and distributions

The Companies Act has been amended in relation to the solvency test, whereby Bermuda companies are now allowed to declare dividends or distributions when it is, or would after the payment be, unable to pay its liabilities as they become due and the realizable value of its assets would thereby be less than its liabilities. The New Bye-laws will bring in line with this change.

(g) Register of members

The register of members and the branch register of members of the Company shall be open for inspection by members of the public without charge at the registered office of the Company or such other place at which the register is kept in accordance with the Companies Act. The New Bye-laws will bring in line with this change.

(h) Financial assistance

The prohibition against a company giving financial assistance for the acquisition of shares in the company has been removed from the Companies Act. The New Bye-laws will bring in line with this change.

The Board noted that Rule 13.90 of the Listing Rules requires a listed company to publish an updated and consolidated version of its constitutional documents on the websites of both the Company and the Stock Exchange. Therefore, instead of carrying out piecemeal modifications on the existing Bye-laws, the Board proposes to adopt a new set of Bye-laws to conform with the latest amendments to the Listing Rules and the Companies Act.

Shareholders should note that the major changes in the Bye-laws consequential upon the changes in the Listing Rules and the Companies Act described above are not exhaustive. The New Bye-laws also contain other changes which are primarily in line with the standard provisions of the bye-laws of other public listed companies incorporated in Bermuda.

The adoption of the New Bye-laws is subject to the approval of Shareholders by way of a special resolution.

The New Bye-laws are available only in English and the Chinese translation is for reference only. In case of any inconsistency, the English version of the New Bye-laws shall prevail.

The Company confirms that there is nothing unusual about the proposed adoption of the New Bye-laws for the Company as a Bermuda company listed on the Stock Exchange.

DISPATCH OF AGM CIRCULAR

The AGM Circular and the AGM Notice have been dispatched to the Shareholders on 4 September 2013. The AGM Circular contains, inter alia, the terms of the New Share Option Scheme, details of the change of company names, details of the New Bye-laws and other matters relating to the AGM.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the change of company name and the new stock short names of the shares of the Company.

DEFINITION

In this announcement, 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 30 September 2013;
“AGM Circular”	the circular containing, inter alia, the terms of the New Share Option Scheme, details of the change of company names, details of the New Bye-laws and other matters relating to the AGM, dispatched to Shareholders on 4 September 2013;
“AGM Notice”	the notice of the AGM;
“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, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 30);
“Director(s)”	director(s) of the Company;
“Eligible Participant(s)”	any person(s) who satisfies the eligibility criteria under the New Share Option Scheme;

“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;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Bye-laws”	the new Bye-laws proposed to be adopted at the AGM;
“New Share Option Scheme”	the share option scheme proposed to be adopted by the Company by the Shareholders at the AGM;
“Old Share Option Scheme”	the share option scheme as adopted by the Company on 27 March 2002 and expired on 26 March 2012;
“Option(s)”	share option(s) to subscribe for Shares granted pursuant to the New Share Option Scheme;
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price per Share at which a grantee may subscribe for Shares on the exercise of an Option as described in the New Share Option Scheme;
“Subsidiary”	a company which is, for the time being and from time to time, a subsidiary (within the meaning of Section 2 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong) of the Company;

“substantial shareholder(s)” has the meaning ascribed to it under the Listing Rules; and
“%” per cent.

By order of the Board
ABC Communications (Holdings) Limited
Cheung Wai Shing
Executive Director

Hong Kong, 4 September 2013

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

Executive Directors:

Mr. Chen Jiasong (*Chairman*)

Mr. Cheung Wai Shing

Mr. Song Gaofeng

Non-executive Director:

Mr. Qiu Hai Jian

Independent Non-executive Directors:

Mr. Chen Haoyun, Jordy

Mr. Lee Kwong Yiu

Mr. Yau Chung Hang

Mr. Zhang Guang Hui