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## **ABC COMMUNICATIONS (HOLDINGS) LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 30)

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

The Board proposes to (a) 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 (b) adopt the New Bye-laws.

The AGM of the Company will be held on 30 September 2014. 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 will be dispatched to the Shareholders on 29 August 2014. The AGM Circular contains, inter alia, 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) 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 (b) adopt the New Bye-laws.

The AGM of the Company will be held on 30 September 2014. The AGM Notice sets out the resolutions to be proposed to the Shareholders for their approval at the AGM.

## **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 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 will be dispatched to the Shareholders on 29 August 2014. The AGM Circular contains, inter alia, the 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 and, where applicable, 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:

<b>"AGM"</b>	the annual general meeting of the Company to be convened on 30 September 2014;
<b>"AGM Circular"</b>	the circular containing, inter alia, the details of the change of company names, details of the New Bye-laws and other matters relating to the AGM, dispatched to Shareholders on 29 August 2014;
<b>"AGM Notice"</b>	the notice of the AGM;
<b>"associate(s)"</b>	has the meaning ascribed to it under the Listing Rules;
<b>"Board"</b>	board of directors of the Company
<b>"business day"</b>	any day on which the Stock Exchange is open for the business of dealing in securities;
<b>"Bye-laws"</b>	the bye-laws of the Company;
<b>"Companies Act"</b>	the Companies Act 1981 of Bermuda;
<b>"Company"</b>	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);
<b>"Director(s)"</b>	director(s) of the Company;

<b>"Group"</b>	the Company and its Subsidiaries from time to time;
<b>"HK\$"</b>	Hong Kong dollars, the lawful currency of Hong Kong;
<b>"Hong Kong"</b>	the Hong Kong Special Administrative Region of the People's Republic of China;
<b>"Listing Rules"</b>	the Rules Governing the Listing of Securities on the Stock Exchange;
<b>"New Bye-laws"</b>	the new Bye-laws proposed to be adopted at the AGM;
<b>"Share(s)"</b>	share(s) of HK\$0.01 each in the share capital of the Company;
<b>"Shareholder(s)"</b>	holder(s) of the Share(s);
<b>"Stock Exchange"</b>	The Stock Exchange of Hong Kong Limited;
<b>"Subsidiary"</b>	a company which is, for the time being and from time to time, a subsidiary (within the meaning of Chapter 622 of the Laws of Hong Kong) of the Company;
<b>"substantial shareholder(s)"</b>	has the meaning ascribed to it under the Listing Rules; and
<b>"%"</b>	per cent.

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

Hong Kong, 29 August 2014

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

*Executive Directors:*

*Mr. Chen Jiasong (Chairman)*

*Mr. Zhao Baolong (Chief Executive Officer)*

*Mr. Cheung Wai Shing*

*Mr. Xu Jian Zhong*

*Independent Non-executive Directors:*

*Mr. Chen Haoyun, Jordy*

*Mr. Lee Kwong Yiu*

*Mr. Yau Chung Hang*

*Mr. Zhang Guang Hui*