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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 the 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 Wednesday, 12 August 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) The agreement dated 24 April 2015 entered into between (i) Ban Loong Property Investment Limited (a wholly-owned subsidiary of the Company) as purchaser (the “**Purchaser**”), (ii) Mr. Chiu Ngai Hung as vendor (the “**Vendor**”), and (iii) Summit Pacific Group Limited, Urban Stone Limited, Spring Hero Developments Limited, Sharp Pick Ventures Limited, Viva Star International Limited, Main Trillion Limited, Cozy Sky Limited (collectively, the “**Target Companies**”) in relation to the sale and purchase of the entire issued share capital and all shareholder’s loan of each of the Target Companies for a total cash consideration of HK\$297,193,940 (the “**Acquisition Agreement**”), marked “A” and initialed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereby, be and are hereby approved, confirmed and ratified;

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement, and any of the transactions contemplated thereunder, and to agree to such variation, amendments, waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

2. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (“**Shares**”) which may fall to be issued upon the conversion of the Convertible Bonds (as defined below):

- (a) the creation and issue of the convertible bonds in the principal amount of up to HK\$150,000,000 to be issued by the Company (the “**Convertible Bonds**”) conferring rights on holders thereof to convert into new Shares at the initial conversion price of HK\$0.1875 per Share (subject to adjustment), subject to the terms substantially set out in the instrument constituting the Convertible Bonds (the “**Bond Instrument**”) (a copy of the final draft of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification), during the period from the date of issue of the Convertible Bonds to the second anniversary of the date of the Bond Instrument to be executed by way of deed poll by the Company be and is hereby approved;
- (b) the Directors be and are hereby authorized to allot and issue up to 800,000,000 new Shares which would fall to be issued upon the conversion of the Convertible Bonds in accordance with the terms and conditions of the Bond Instrument; and
- (c) the Directors be and are hereby authorized to do all such acts and things ancillary to the Placing Agreement and of administrative nature (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the Placing Agreement and all transactions contemplated thereunder and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors,

of administrative nature, not material to and not varying the terms of the Placing Agreement and the transactions contemplated thereunder, and are in the interests of the Company.”

3. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, 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, 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;
- (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;
- (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.

“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). ”

SPECIAL RESOLUTION

4. **“THAT**, the name of the Company be changed from “ABC Communications (Holdings) Limited” to “Ban Loong Holdings Limited” and the Chinese name “萬隆集團有限公司” be adopted in replacement of the existing Chinese name used for identification purpose only and be registered with the registrar of companies of Bermuda as the secondary name of the Company, and **THAT** the directors of the Company be and are hereby authorized to do all such acts and things and execute all documents they consider necessary or expedient to effect the aforesaid change of English name and the adoption of secondary name of the Company.”

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

Hong Kong, 20 July 2015

Registered Office:–

Clarendon House
2 Church Street
Hamilton HM 11
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 10 August 2015 to 12 August 2015, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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