ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

Form of proxy for use at the Special General Meeting of the Company (or at any adjournment thereof)

I/We[1] ____

being the registered holder(s) of[2] ______________________ shares of HK$0.01 each ("**Shares**") in the capital of ABC Communications (Holdings) Limited (the "**Company**"), HEREBY APPOINT the Chairman of the Special General Meeting ("**SGM**")

or[3] ____

of ____

to act as my/our proxy at the SGM of the Company to 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. and at any adjournment thereof and on a poll to vote on my/our behalf in respect of resolutions proposed under the numbered items in the Notice of the SGM as directed below:-

	Ordinary Resolutions	For[4]	Against[4]
1.	To approve the entering into of the Acquisition Agreement dated 24 April 2015 in relation to the acquisition of the Target Companies (as defined in the Notice of the SGM).		
2.	To approve the entering into of the Placing Agreement, the issue of Convertible Bonds in the principal amount of up to HK$150,000,000 and the allotment and issue of up to 800,000,000 new Shares upon conversion of the Convertible Bonds.		
3.	To approve the grant of a refreshed general mandate to the Directors to allot and issue shares of the Company.		
	Special Resolution		
4.	To approve the change of English name of the Company and the adoption of the new Chinese name as the Company's secondary name.		

Dated ______________________ Signature[5] ______________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the SGM is preferred, strike out the words "the Chairman of the Special General Meeting or" and insert the name and address of the proxy desired in the space provided. Your proxy need not be a member of the Company, but must attend the SGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE "FOR" ANY OF THE MATTERS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE "AGAINST" ANY OF THE MATTERS, TICK IN THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be in writing under your hand or of your attorney duly authorized in writing or, in case of a corporation either under its common seal or under the hand of an officer or attorney as authorized.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members.
7. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.