

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of ABC Communications (Holdings) Limited will be held at Pearl Room, 3rd Floor, Furama Hotel, 1 Connaught Road, Central, Hong Kong on Tuesday, 4 September 2001 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited Statements of Accounts and Reports of the Directors and Auditors for the financial year ended 31st March 2001;
2. To re-elect retiring directors;
3. To appoint auditors and to fix their remuneration;
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Ordinary Resolutions

1. **“THAT:–**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company, including making and granting offers, agreements and options which would or might require shares to be allotted, issued or dealt with whether during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong), the additional shares allotted, issued or dealt with, (including shares agreed conditionally or unconditionally to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20 per cent of the nominal amount of the share capital of the Company in issue at the date of this Resolution;

- (b) 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

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- iii. the revocation or variation of the authority given under this Resolution by way of ordinary resolution of the shareholders of the Company in general meeting; and
 - (c) the authority contained in this Resolution shall replace the similar authority granted at the General Meeting of the Company held on 15 September 2000.”
2. **“THAT:–**
- (a) there be granted to the Directors of the Company an unconditional general mandate to repurchase shares in the capital of the Company, and that the exercise by the Directors of the Company of all powers of the Company to purchase shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:–
 - i. such mandate shall not extend beyond the Relevant Period;
 - ii. such mandate shall authorise the Directors of the Company to procure the Company to repurchase shares at such prices as the Directors of the Company may at their discretion determine;
 - iii. the aggregate nominal amount of the shares repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
 - (b) 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; and
 - 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 this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.
 - (c) the authority contained in this Resolution shall replace the similar authority granted at the General Meeting of the Company held on 15 September 2000.”

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3. **“THAT:-**

conditional upon the passing of Resolutions 4(1) and 4(2) as set out in the Notice convening this Meeting, the aggregate nominal amount of the shares which are repurchased by the Company pursuant to and in accordance with Resolution 4(2) above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with Resolution 4(1).”

5. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:-

“THAT the Bye-laws of the Company be and are hereby amended in the following manner:

(a) Bye-law 1

By adding the following definition of “clearing house” after the definition of “Board” as shown in Bye-law 1:

“clearing house” shall mean a recognized clearing house within the meaning of section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or clearing house recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.

(b) Bye-law 77

By adding the words “Notwithstanding the foregoing, each of the proxies appointed by a Member which is a clearing house (or its nominee(s) and, in each case, being a corporation) shall have one vote on a show of hands” after the words “on a poll every member present in person or by proxy shall have one vote for every share held by him.”

(c) Bye-law 78

By repealing Bye-law 78 and substituting:

“78. (a) Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize one such person as it thinks fit to act as its representative at any meeting of the Company or any class of members of the Company. The person so authorized shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member of the Company and such corporation shall for the purposes of these Bye-Laws be deemed to be present in person at any such meeting if a person so authorized is present thereof.

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- (b) Without prejudice and in addition to the foregoing, where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorize such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that the authorization shall specify the number and class of shares in respect of which each such representative is so authorized. Each person so authorized under the provisions of this Bye-law shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee) in respect of the number and class of shares specified in the relevant authorization including the right to vote individually on a show of hands.
- (c) Any reference in these Bye-laws to a duly authorized representative of a member being a corporation shall mean a representative authorized under the provisions of this Bye-law.””

By Order of the Board
Patricia Yeung Shuk Kwan
Secretary

Hong Kong, 13th July 2001

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 principal place of business at 2nd Floor, Jade Mansion, 40 Waterloo Road, Yaumatei, Kowloon, Hong Kong at least 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. The register of members will be closed from 27 August 2001 to 31 August 2001, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Central Registration Hong Kong Limited, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 24 August 2001.
4. With regard to the ordinary resolutions referred to in agenda items 4 (1) and (2), approval is being sought from the shareholders for a general mandate to (a) allot shares of the Company and (b) re-purchase shares up to the relevant 20 per cent and 10 per cent limits. These authorities are sought in order that your directors might take advantage of any relevant circumstances but your directors have no immediate plans to issue any new shares of the Company or re-purchase any shares of the Company pursuant to such mandates.