ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

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

I/We[1] ______________________________

being the registered holder(s) of[2] ______________ shares of HK$0.10 each in the capital of the Company, HEREBY APPOINT ______________________________

of ______________________________

or failing him, ______________________________

of ______________________________

to act as my/our proxy at the Annual General Meeting of the Company to be held at Chater Room I, The Ritz Carlton Hotel, 3 Connaught Road Central, Hong Kong on 23rd August 2006 (Wednesday) 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 Annual General Meeting as directed below:-

	For[3]	**Against**[3]
1. To receive the audited Statements of Accounts and Reports of the Directors and Auditors for the financial year ended 31st March 2006.		
2. To declare a final dividend.		
3. (a) To re-elect Mr. George Ho as Director.		
(b) To re-elect Mr. Tse Chi Hung, Michael as Director.		
(c) To re-elect Ms. Yeung Shuk Kwan, Patricia as Director.		
4. To re-appoint auditors and to fix their remuneration.		
5. Ordinary Resolution to authorize the Board to pay each Director a fee not exceeding HK$50,000.		
6. (a) Ordinary Resolution No. (1) To give a general mandate to the Directors to issue shares not exceeding 20% of the issued share capital of the Company.		
(b) Ordinary Resolution No. (2) To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company.		
(c) Ordinary Resolution No. (3) To add to the general mandate to the Directors to issue shares any shares repurchased by the Company.		
7. Special Resolution to amend the Bye-Laws of the Company.		

Dated ______________ 2006 Signature[4] ______________

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK$0.10 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. 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.
4. 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.
5. 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.
6. 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 principal place of business at 2nd Floor, Jade Mansion, 40 Waterloo Road, Yaumatei, Kowloon not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
7. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.
9. Any alterations made in this form should be initialed.