

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ABC Communications (Holdings) Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of ABC Communications (Holdings) Limited to be held at Basement 2 (B2), The Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong, on Monday, 18 February 2013 at 10:00 a.m. is set out on pages 10 to 13 of this circular.

A letter from the Board of directors of ABC Communications (Holdings) Limited is set out on pages 1 to 3 of this circular.

If you are not able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of ABC Communications (Holdings) Limited in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

Executive Directors:

Mr. Chen Jiasong (*Chairman*)
Mr. Cheung Wai Shing
Mr. Choy Kai Chung, Andy
Mr. Lau Kevin
Mr. Song Gaofeng
Ms. Ma Sai

Non-executive Director:

Mr. Qiu Hai Jian

Independent Non-executive Directors:

Mr. Chen Haoyun, Jordy
Mr. Lee Kwong Yiu
Mr. Lee Ho Yiu, Thomas
Mr. Zhang Guang Hui

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Office:

Room 2709-10
27/F China Resources Building
No. 26 Harbour Road
Wanchai
Hong Kong

14 January 2013

To the Shareholders

Dear Sirs,

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This circular includes information required by the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to be given to shareholders of the Company (the “**Shareholders**”) concerning (1) the proposed general mandates for the issue of shares and repurchase of fully-paid shares to be granted to the directors of the Company (the “**Directors**”); and (2) the proposed re-election of Directors at the annual general meeting to be held on Monday, 18 February 2013 (the “**AGM**”) of ABC Communications (Holdings) Limited (the “**Company**”).

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

Resolution No. 5 set out in the accompanying notice of AGM (the “**AGM Notice**”) will, if passed, give a general unconditional mandate (the “**Share Issue Mandate**”) to the Directors authorizing the Company to allot additional shares of HK\$0.01 each in the capital of the Company (“**Shares**”) of up to 20% of the nominal amount of the share capital of the Company in issue at the date of the AGM. As at 9 January 2013, being the latest practicable date (the “**Latest Practicable Date**”) prior to the printing of this circular, the total number of Shares in issue was 1,167,797,200 Shares. Assuming the number of Shares in issue remains unchanged from the Latest Practicable Date to the date of the AGM, the maximum number of Shares that can be issued upon approval of the Share Issue Mandate would be 233,559,440 Shares.

3. REPURCHASE MANDATE

Resolutions No. 6 and 7 set out in the AGM Notice will, if passed, give a general unconditional mandate (the “**Repurchase Mandate**”) to the Directors authorizing the Company to repurchase up to 10% of the fully paid Shares in issue at the date of the AGM. Assuming the number of Shares in issue remains unchanged from the Latest Practicable Date to the date of the AGM, the maximum number of Shares that can be repurchased upon approval of the Repurchase Mandate would be 116,779,720 Shares.

4. RE-ELECTION OF DIRECTORS

In relation to the proposed Resolution No. 2 as set out in the AGM Notice regarding the re-election of the retiring Directors. Mr. Choy Kai Chung, Andy, Mr. Lau Kevin, Mr. Lee Ho Yiu, Thomas, Mr. Zhang Guang Hui and Mr. Chen Haoyun, Jordy are eligible and are offering themselves for re-election in accordance with the Company’s Bye-laws (the “**Bye-laws**”) 103 and 109 respectively at the AGM.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, 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 Chairman of the meeting will therefore demand a poll for Resolutions Nos. 1 to 7 at the AGM pursuant to Bye-law 70 of the Company’s Bye-laws.

6. ANNUAL GENERAL MEETING

The AGM Notice is dispatched to Shareholders together with this circular. A form of proxy for use at the AGM is also enclosed.

A valid proxy must be completed and returned to the share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, in accordance with the instructions printed on the proxy form not less than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The board of directors of the Company (the “**Board**”) is of the view that the Share Issue Mandate, the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
ABC Communications (Holdings) Limited
Chen Jiasong
Chairman and Executive Director

APPENDIX I	BIOGRAPHICAL INFORMATION OF DIRECTORS PROPOSED FOR RE-ELECTION
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In relation to the proposed Resolution No. 2 as set out in the AGM Notice regarding the re-election of the retiring Directors, Mr. Choy Kai Chung, Andy, Mr. Lau Kevin, Mr. Lee Ho Yiu, Thomas, Mr. Zhang Guang Hui and Mr. Chen Haoyun, Jordy are eligible and are offering themselves for re-election in accordance with the Company's Bye-laws at the AGM. The biographical information of the Directors proposed for re-election is set out below.

Mr. Choy Kai Chung, Andy ("Mr. Choy")

Mr. Choy, aged 41, was appointed as an executive director of the Company with effect from 9 December 2010. Mr. Choy graduated from University of New South Wales, Sydney, Australia with a Bachelor of Science, major in Statistics and with a Master of Commerce, major in Finance. Mr. Choy has over 13 years of customer servicing experience in merchandising, sales and marketing operations. Mr. Choy is currently the Vice Chairman, Director and Chief Business Officer of Earth Buddy Inc., a green sustainable enterprise specialize in the renewable use of agricultural residues into consumable products. Before joining Earth Buddy Inc., he worked in Pacific Resources Export Limited (a former exclusive buying agent for Wal-Mart Stores Inc.) for 5 years with dual positions as Corporate Administration Manager and Operations Manager. He has in-depth auditing knowledge on Factory Certification and Compliance Program, quality control and assurance plans. Particular emphasis was placed in global environmental protection standards and good manufacturing practices. He has also established a very successful and effective program on green procurement and after sales service. Mr. Choy is particularly strong in management and organizational skills with proven track records.

As at the Latest Practicable Date and save as disclosed above, Mr. Choy does not (a) hold any position of director with the Company and other members of the Company immediately before his present appointment; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the Securities and Futures Ordinance; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Choy and the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Choy will be entitled to a director's fee of HK\$10,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Choy did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Lau Kevin ("Mr. Lau")

Mr. Lau, aged 41, was appointed as an executive director of the Company with effect from 9 December 2010. Mr. Lau has over 10 years' experience in the operational management of various production processes in the electronics industry in the People's Republic of China. Mr. Lau was actively involved in formulating investment strategy for these companies, and was responsible for overseeing the management operations of various investment projects.

APPENDIX I	BIOGRAPHICAL INFORMATION OF DIRECTORS PROPOSED FOR RE-ELECTION
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As at the Latest Practicable Date and save as disclosed above, Mr. Lau does not (a) hold any position of director with the Company and other members of the Company immediately before his present appointment ; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the Securities and Futures Ordinance; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Lau and the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Lau will be entitled to a director's fee of HK\$20,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Lau did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Lee Ho Yiu, Thomas ("Mr. Lee")

Mr. Lee, aged 35, was appointed as an independent non-executive director, a member of audit committee and a member of remuneration committee of the Company with effect from 28 January 2011. Mr. Lee is also the Chairman of the audit committee and a member of nomination committee of the Company with effect from 29 March 2012. Mr. Lee has extensive experience in auditing, accounting and financial management. He is now the Partner of Lee, Au & Co. Certified Public Accountant. Mr. Lee previously worked as an Assistant Financial Controller in a multinational luxury brands group and also worked at one of the Big Four International Accounting Firms. Mr. Lee is a fellow of the Association Chartered Certified Accountants, a Practising Member of the Hong Kong Institute of Certified Public Accountants, a Certified Tax Advisor and member of the Hong Kong Taxation Institute, a Certified Internal Auditor and member of the Institute of Internal Auditors, a Certified Information Systems Auditor and member of the ISACA. Mr. Lee holds a bachelor's degree in science from University of Warwick and a second bachelor's degree in Chinese Law from the Tsinghua University, Beijing. Mr. Lee is also the independent non-executive director of Suncorp Technologies Limited (Stock Code: 1063) and Active Group Holdings Limited (Stock Code: 1096), all of them are listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date and save as disclosed above, Mr. Lee does not (a) hold any position of director with the Company and other members of the Company immediately before his present appointment; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the Securities and Futures Ordinance; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Lee and the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Lee will be entitled to a director's fee of HK\$10,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Lee did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

APPENDIX I BIOGRAPHICAL INFORMATION OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhang Guang Hui (“Mr. Zhang”)

Mr. Zhang, aged 49, was appointed as an independent non-executive director, a member of audit committee and a member of remuneration committee of the Company with effect from 19 June 2009 and a member of nomination committee of the Company with effect from 29 March 2012. Mr. Zhang has over ten years of experience in strategic marketing, sales promotion and trading. He was the deputy general manager of Shenzhen City Jin Yuan Futures Corporation Limited during the period from October 2004 to December 2008.

As at the Latest Practicable Date and save as disclosed above, Mr. Zhang does not (a) hold any position of director with the Company and other members of the Company immediately before his present appointment; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the Securities and Futures Ordinance; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Zhang and the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Zhang will be entitled to a director’s fee of HK\$10,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Zhang did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Chen Haoyun, Jordy (“Mr. Jordy Chen”)

Mr. Jordy Chen, aged 38, was appointed as an independent non-executive director of the Company with effect from 28 December 2012. Mr. Jordy Chen is presently the Associate Director of China YINSHENG Securities Limited. Mr. Jordy Chen obtained his bachelor degree in York University, Toronto, Canada major in economics. Mr. Jordy Chen has over ten years’ experience in the investment sector and is familiar with financial and economic analysis, portfolio management, and securities trading. Mr. Jordy Chen has extensive knowledges in the investment principles and practices as well as the capital and money market.

As at the Latest Practicable Date and save as disclosed above, Mr. Jordy Chen does not (a) hold any position of director with the Company and other members of the Company immediately before his present appointment; (b) have any interest or short position in the shares of the Company which fall to be disclosed under Part XV of the Securities and Futures Ordinance; and (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. There is no service contract and fixed term of service between Mr. Jordy Chen and the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Jordy Chen will be entitled to a director’s fee of HK\$10,000 per month, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, (a) Mr. Jordy Chen did not hold any directorships in other listed public companies in the past three years; (b) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (c) there are no other matters that need to be brought to the attention of the Shareholders.

The information set out below constitutes an explanatory statement for the purpose of Rule 10.06 of the Listing Rules:

(1) SHARE CAPITAL

Exercise in full of the Repurchase Mandate (on the basis of 1,167,797,200 Shares in issue as at the Latest Practicable Date would result in up to 116,779,720 Shares being repurchased by the Company during the Relevant Period (as defined in Resolution No. 5), assuming no Shares are issued or repurchased between the Latest Practicable Date and the date of AGM.

(2) REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the value of the Shares and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

(3) FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the laws of Bermuda and the Memorandum of Association and Bye-laws of the Company. Such funds may include profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the repurchases.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(4) SHARE PRICE

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding and up to the Latest Practicable Date were as follows:

	Traded Market Price	
	Highest HK\$	Lowest HK\$
2012		
January	0.330	0.270
February	0.370	0.295
March	0.365	0.290
April	0.360	0.280
May	0.480	0.315
June	0.500	0.350
July	Suspended	
August	Suspended	
September	Suspended	
October	Suspended	
November	Suspended	
December	Suspended	
2013		
January (up to the Latest Practicable Date)	Suspended	

(5) HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a shareholder, or a group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares by the Company. The Directors are not aware of any such consequences which would arise under the Takeovers Code as a consequence of any exercise of the Repurchase Mandate. In the event that any exercise of the Repurchase Mandate would, to the knowledge of the Directors, have such a consequence, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

(6) MISCELLANEOUS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such Repurchase Mandate is approved by shareholders.

The Directors have undertaken to the Stock Exchange to exercise the Company's power to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

Assuming that the Repurchase Mandate is exercised in full, the share capital of the Company in issue will be reduced to 1,051,017,480 Shares (on the basis of 1,167,797,200 Shares in issue as at the Latest Practicable Date). The Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

The Company has not repurchased Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.



ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting 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 Monday, 18 February 2013 at 10:00 a.m. to transact the following business:

1. To receive and adopt the audited financial statements and the reports of directors of the Company (the “**Directors**”) and auditors for the financial year ended 31 March 2012;
2. To re-elect retiring Directors;
3. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and authorize the Board to fix their remuneration;
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 of HK\$0.01 each in the capital of the Company (“**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;

NOTICE OF AGM

- (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).”

NOTICE OF AGM

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-

“THAT:

- (a) there be granted to the Directors an unconditional general mandate to repurchase shares in the capital of the Company, and that the exercise by the Directors 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 authorize the Directors to procure the Company to repurchase shares at such prices as the Directors 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% 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 the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

7. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

conditional upon the passing of Resolutions Nos. 5 and 6 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 No. 6 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 pursuant to and in accordance with Resolution No. 5.”

By Order of the Board

Cheung Wai Shing

Executive Director and Company Secretary

Hong Kong, 14 January 2013

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
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. 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 Registrars, 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 Mr. Chen Jiasong, Mr. Cheung Wai Shing, Mr. Choy Kai Chung, Andy, Mr. Lau Kevin, Mr. Song Gaofeng and Ms. Ma Sai as Executive Directors, Mr. Qiu Hai Jian as Non-executive Director, and Mr. Chen Haoyun, Jordy, Mr. Lee Kwong Yiu, Mr. Lee Ho Yiu, Thomas and Mr. Zhang Guang Hui as Independent Non-executive Directors.