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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2009

The Board of Directors (the “Board”) of ABC Communications (Holdings) Limited (the “Company”) is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 September 2009, together with selected notes and comparative figures for the corresponding period in last year as follows:

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		Unaudited 30 September 2009 HK\$	Audited 31 March 2009 HK\$
	Notes		
ASSETS			
Non-current asset			
Property, plant and equipment		<u>2,063,449</u>	<u>2,564,071</u>
Current assets			
Trade receivables	4	10,422,527	8,214,018
Other receivables, deposits and prepayments		1,508,583	1,436,088
Bank balances and cash		<u>28,433,785</u>	<u>22,581,847</u>
		<u>40,364,895</u>	<u>32,231,953</u>
Current liabilities			
Trade and other payables	5	24,082,592	16,210,366
Advance subscriptions and licence fees received		<u>3,168,437</u>	<u>3,449,084</u>
		<u>27,251,029</u>	<u>19,659,450</u>
Net current assets		<u>13,113,866</u>	<u>12,572,503</u>
Total assets less current liabilities		<u>15,177,315</u>	<u>15,136,574</u>
EQUITY			
Capital and reserves			
Share capital		4,668,860	4,668,860
Reserves		<u>1,452,432</u>	<u>2,611,716</u>
Equity attributable to owners of the parent		6,121,292	7,280,576
Minority interests		<u>9,056,023</u>	<u>7,855,998</u>
Total equity		<u>15,177,315</u>	<u>15,136,574</u>

CONDENSED CONSOLIDATED INCOME STATEMENT

		Unaudited Six months ended 30 September	
		2009	2008
		HK\$	HK\$
			(restated)
		Notes	
Continuing operations			
Turnover	3	69,257,346	54,899,766
Cost of sales		(59,462,510)	(44,604,992)
Gross profit		9,794,836	10,294,774
Other income		282,199	377,195
Other (losses) gains – net		(251,500)	114,103
Operating expenses		(9,784,794)	(15,194,529)
Profit (loss) before taxation	6	40,741	(4,408,457)
Income tax expense	7	–	–
Profit (loss) for the period from continuing operations		40,741	(4,408,457)
Discontinued operation			
Profit for the period from discontinued operation	8	–	74,079,734
Profit for the period		40,741	69,671,277
Attributable to:			
– Owners of the parent		(1,159,284)	69,684,158
– Minority interests		1,200,025	(12,881)
		40,741	69,671,277

**Unaudited
Six months ended
30 September**

	2009	2008
<i>Notes</i>	HK\$	<i>HK\$</i> (restated)

(Losses) earnings per share

From the continuing and discontinued operations

– basic	9	<u>(0.25) cents</u>	<u>14.92 cents</u>
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From continuing operations

– basic		<u>(0.25) cents</u>	<u>(0.95) cents</u>
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From discontinued operations

– basic	9	<u>–</u>	<u>15.87 cents</u>
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CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Unaudited Six months ended 30 September	
	2009 HK\$	2008 HK\$ (restated)
Profit for the period	<u>40,741</u>	<u>69,671,277</u>
Net loss on available-for-sale financial assets	<u>–</u>	<u>(18,917,205)</u>
Other comprehensive loss for the period, net of tax	<u>–</u>	<u>(18,917,205)</u>
Total comprehensive income for the period, net of tax	<u>40,741</u>	<u>50,754,072</u>
Attributable to:		
– Owners of the parent	(1,159,284)	50,766,953
– Minority interests	<u>1,200,025</u>	<u>(12,881)</u>
	<u>40,741</u>	<u>50,754,072</u>

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 September 2009 has been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”), “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

These interim condensed financial statements should be read in conjunction with the annual financial statements for the year ended 31 March 2009.

2. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial information has been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as appropriate.

The accounting policies used in the unaudited condensed consolidated interim financial information are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2009.

In the current period, the Group has applied, for the first time, a number of new and revised standards and interpretations (“new and revised HKFRSs”) issued by the HKICPA, which are effective for the Group’s financial year beginning on 1 April 2009.

The adoption of the new and revised HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs May 2008 ¹
HKFRSs (Amendments)	Improvements to HKFRSs 2009 ²
HKAS 24 (Revised)	Related Party Disclosures ⁶
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ⁴
HKAS 32 (Amendment)	Financial Instruments: Presentation – Classification of Right Issues ³
HKAS 39 (Amendment)	Eligible Hedged Items ⁴
HKFRS 1 (Revised)	First-time Adoption of HKFRSs ⁴
HKFRS 1 (Amendment)	First-time Adoption of HKFRSs ⁵
HKFRS 2 (Amendment)	Share-based Payment – Group Cash-settled Share-based Payment Transactions ⁵
HKFRS 3 (Revised)	Business Combinations ⁴
HKFRS 9	Financial Instruments ⁷
HK(IFRIC) – INT 14 (Amendment)	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ⁶
HK(IFRIC) – INT 17	Distributions of Non-cash Assets to Owners ⁴
HK(IFRIC) – INT 19	Extinguishing Financial Liabilities with Equity Instruments ⁸

¹ Amendments to HKFRS 5, effective for annual periods beginning on or after 1 July 2009.

² Effective for annual periods beginning on or after 1 July 2009 or 1 January 2010, as appropriate.

³ Effective for annual periods beginning on or after 1 February 2010.

⁴ Effective for annual periods beginning on or after 1 July 2009.

⁵ Effective for annual periods beginning on or after 1 January 2010.

⁶ Effective for annual periods beginning on or after 1 January 2011.

⁷ Effective for annual periods beginning on or after 1 January 2013.

⁸ Effective for annual periods beginning on or after 1 July 2010.

The adoption of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions. The directors of the Company anticipate that that application of other new or revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

3. SEGMENT INFORMATION

The Group has adopted HKFRS 8 Operating Segments with effect from 1 April 2009. HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to segments and to assess their performance. In contrast, the predecessor Standard (HKAS 14, Segment Reporting) required an entity to identify two sets of segments (business and geographical) using a risks and returns approach, with the entity's "system of internal financial reporting to key management personnel" serving only as the starting point for the identification of such segments.

In the past, the Group's primary reporting format was business segment. The application of HKFRS 8 has resulted in a redesignation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14.

In prior years, primary segment information was analysed on the basis of the types of services supplied by the Group's operating divisions (i.e. financial quotation and securities trading system licensing and wireless applications). However, based on the internal information reported to the chief operating decision maker (i.e. the executive directors), only the aggregate financial information business of the Group would be used for the purposes of performance assessment. Accordingly, the segment information presentation has been redesignated by combining the financial information of primary business segment of financial quotation and securities trading system licensing and wireless application as determined in accordance with HKAS 14 in the annual financial statements for the year ended 31 March 2009. The Group does not have separately reportable segment. The discontinued operation represent the Group's property and securities investments business that has been ceased in May 2008.

The Group's major operations and markets are located in Hong Kong and therefore, no geographical information is provided.

The following table present revenue and profit information regarding the Group's operating segments for the six months ended 30 September 2009 and 2008.

For the six months ended 30 September

	Continuing operations Financial quotation and securities trading system licensing and wireless applications		Discontinued operation Property and securities investments		Total	
	2009 HK\$	2008 HK\$ (restated)	2009 HK\$	2008 HK\$ (restated)	2009 HK\$	2008 HK\$ (restated)
Turnover	69,257,346	54,899,766	-	-	69,257,346	54,899,766
Segment results	2,499,031	3,558,828	-	26,008,820	2,449,031	29,567,648
Gain on disposal of subsidiaries			-	49,801,985	-	49,801,985
Unallocated corporate income			-	-	-	395,783
Unallocated corporate expenses			-	-	(2,408,290)	(8,363,068)
Finance costs			-	(505,904)	-	(505,904)
Profit before income tax			-	75,304,901	40,741	70,896,444
Income tax expense			-	(1,225,167)	-	(1,225,167)
Profit for the period			-	74,079,734	40,741	69,671,277

4. TRADE RECEIVABLES

At 30 September 2009 and 31 March 2009, the ageing analysis of the trade receivables were as follows:

	As at	
	30 September 2009 HK\$ (Unaudited)	31 March 2009 HK\$ (Audited)
0 – 3 months	10,244,077	7,944,241
4 – 6 months	-	149,789
Over 6 months	178,450	119,988
	10,422,527	8,214,018

The receivables are due upon the date of invoices.

5. TRADE AND OTHER PAYABLES

	As at	
	30 September	31 March
	2009	2009
	HK\$	HK\$
	(Unaudited)	(Audited)
Trade payables (<i>note (a)</i>)	19,174,912	13,498,391
Other payables	2,650,783	2,572,674
Amount due to ultimate holding company (<i>note (b)</i>)	1,256,897	139,301
Amount due to a director (<i>note (b)</i>)	1,000,000	—
	<u>24,082,592</u>	<u>16,210,366</u>

(a) The aging of trade payables were within 3 months as at both 30 September 2009 and 31 March 2009.

(b) The amounts due to ultimate holding company and a director are unsecured, interest-free and repayable on demand.

6. PROFIT (LOSS) BEFORE TAXATION

The following items have been (charged) credited to the profit before taxation for the six months ended 30 September 2009:

	HK\$
	(Unaudited)
Depreciation of property, plant and equipment	(792,165)
Interest income	4,199
Gain on disposal of property, plant and equipment	<u>5,000</u>

The following items have been (charged) credited to the loss before taxation for the six months ended 30 September 2008:

	Continuing operation <i>HK\$</i> (Unaudited) (restated)	Discontinued operations <i>HK\$</i> (Unaudited) (restated)	Total <i>HK\$</i> (restated)
Depreciation of property, plant and equipment	(737,101)	(25,862)	(762,963)
Amortisation of prepaid lease payments	–	(241,146)	(241,146)
Interest on bank borrowings	–	(505,904)	(505,904)
Exchange differences	111,184	9,177,898	9,289,082
Interest income	377,195	1,949,972	2,327,167
Rental income from investment property	–	947,778	947,778
Gain on disposal of listed available-for-sale financial assets	–	2,350,727	2,350,727
Dividend income from listed available-for-sale financial assets	–	4,151,605	4,151,605
	<u>–</u>	<u>4,151,605</u>	<u>4,151,605</u>

7. INCOME TAX EXPENSES

Hong Kong Profits Tax has not been provided as the Group has no estimated assessable profit for the period ended 30 September 2009 (2008: Nil).

	Six months ended 30 September	
	2009	2008
	<i>HK\$</i>	<i>HK\$</i>
	(Unaudited)	(Unaudited) (restated)
Current income tax	–	–
Deferred income tax	–	1,225,167
	<u>–</u>	<u>1,225,167</u>

	Six months ended	
	30 September	
	2009	2008
	HK\$	HK\$
	(Unaudited)	(Unaudited)
		(restated)
Attributable to:		
Continuing operations	–	–
Discontinued operation	–	1,225,167
	<u>–</u>	<u>1,225,167</u>
	<u>–</u>	<u>1,225,167</u>

8. DISCONTINUED OPERATION

On 2 May 2008, the Company entered into an agreement to dispose of its entire interest in ABC Global Limited and its subsidiaries (“ABC Global Group”), which carried out of the Group’s property and securities investment operations. The disposal was completed on 20 August 2008 on which date control of ABC Global Limited passed to the acquirer.

The profit (loss) for the period from the discontinued operation is analysed as follows:

	Six months ended	
	30 September	
	2009	2008
	HK\$	HK\$
	(Unaudited)	(Unaudited)
		(restated)
Profit from property and securities investments operations	–	24,277,749
Gain on disposal of property and securities investments operations	–	49,801,985
	<u>–</u>	<u>74,079,734</u>
	<u>–</u>	<u>74,079,734</u>

The results of the property and securities investments operations for the period from 1 April 2008 to 20 August 2008, which have been included in the condensed consolidated statement of comprehensive income, were as follows:

	Period ended 20 August 2008 <i>HK\$</i> (Audited) (restated)
Turnover	—
Cost of sales	<u>—</u>
Gross profit	—
Other income	7,049,355
Other gains – net	19,578,625
Operating expenses	(619,160)
Finance costs	<u>(505,904)</u>
Profit before tax	25,502,916
Income tax expense	<u>(1,225,167)</u>
Profit for the period and attributable to owners of the parent	<u><u>24,277,749</u></u>

9. (LOSSES) EARNINGS PER SHARE

From continuing and discontinued operations

The calculation of basic and diluted (losses) earnings per share attributable to equity holders of the Company is based on the following data:

	Six months ended 30 September	
	2009	2008
	HK\$	HK\$
	(Unaudited)	(Unaudited) (restated)
(Losses) earnings		
(Loss) profit for the period attributable to owners of the parent	<u>(1,159,284)</u>	<u>69,684,158</u>
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	<u>466,886,000</u>	<u>466,886,000</u>

From continuing operations

The calculation of basic and diluted (losses) earnings per share from continuing operations attributable to owners of the parent is based on the following data:

	Six months ended 30 September	
	2009	2008
	HK\$	HK\$
	(Unaudited)	(Unaudited) (restated)
(Loss) profit for the period attributable to owners of the parent	(1,159,284)	69,684,158
Less: profit for the period from discontinued operations attributable to owners of the parent (<i>note 8</i>)	<u>—</u>	<u>(74,079,734)</u>
(Losses) earnings for the purpose of basic loss per share from continuing operations	<u>(1,159,284)</u>	<u>(4,395,576)</u>

From discontinued operations

Basic earnings per share for discontinued operations was HK15.87 cents for the six months ended 30 September 2008 based on the profit for the period from the discontinued operations of approximately HK\$74,079,734 and the denominators detailed above for basic earnings per share for the six months ended 30 September 2008.

No diluted earnings per share for the six months ended 30 September 2009 and 30 September 2008 had been presented as there was no outstanding share options as at 30 September 2009 and 30 September 2008.

10. DIVIDENDS

	Six months ended	
	30 September	
	2009	2008
	HK\$	HK\$
	(Unaudited)	(Unaudited)
Special dividend (<i>note (a)</i>)	–	273,875,328
Interim dividend (<i>note (b)</i>)	–	–
	<u>–</u>	<u>–</u>
	<u>–</u>	<u>273,875,328</u>

Notes:

- (a) By the resolutions passed at the special general meeting of the Company held on 11 August 2008, it was resolved that a special dividend amounts to HK\$273,875,328, which was equivalent to approximately HK58.66 cents per share, was declared and to be paid out from the distributable reserves of the Company upon the completion of the disposal of ABC Global Group.
- (b) No interim dividend was paid or proposed for the six months ended 30 September 2009 (2008: nil).

11. COMPARATIVE FIGURES

Certain comparative figures have been restated to conform with the audited figures for the year ended 31 March 2009.

MANAGEMENT DISCUSSION AND ANALYSIS

Results

Our Group reported a profit of HK\$40,741 for the interim period ended 30 September 2009. Apparently, this represented a significant drop as compared with the profit of HK\$69.3 million of the corresponding period in the previous period. Nevertheless, there was a profit of HK\$74 million from discontinued operations which had been included in the profit of the previous period. For continuing operations alone, the Group actually revived from a loss in the previous period of HK\$4.4 million to a marginal profit of HK\$40,741 in the current interim period.

Business Review

The principal activities of the Group comprise two business units: financial information services and securities trading licensing provided by QuotePower International Limited ("QuotePower") and wireless applications development provided by ABC QuickSilver Limited. For the purpose of financial reporting, the results of these two units were grouped into a single segment.

With the recovering and increasing investment momentum in the securities market, QuotePower, our principal operating subsidiary in financial quotation services, returned to positive growth from its previous dip at the beginning of the global financial tsunami. Turnover of the Group increased to HK\$69 million, an increase of 26% over that of the comparable period in the previous year.

Outlook

As the global financial market recovering from the financial tsunami with quantitative easing policies by major economies, QuotePower will benefit from the increasing investment activities in the local securities market. Moreover, there are continuous trend of Mainland China based stock brokerages seeking establishment and business presence in Hong Kong. This presents a new and probable opportunity for expanding the Group's financial quotation services business. On the other hands, with the launch of free real-time stock data on designated websites by the Stock Exchange of Hong Kong Limited in October 2009, it is expected that the financial quotation services business will face severe challenge ahead. The Group will adopt a prudent but optimistic approach in managing the business segment.

Our financial quotation services business likes a thermometer of the stock market. Revenue grows when market goes bullish, while declines in bear market. The financial performance of the Group is highly correlated to external business environment beyond the management's control. Together with the intense competitions and opening of free real-time stock quote services, all of these harden the operating environment of the Group. As such, a diversification of business should be in the best interest of the Company and the shareholders.

On 12 October 2009, the Company has entered into a formal sale and purchase agreement in relation to a possible acquisition of gold mining and smelting business in China (the "**Proposed Acquisition**"). The Proposed Acquisition will constitute a notifiable transaction for the Company

pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The Proposed Acquisition constitute an investment in a new business sector to the Group and represents a good opportunity for the Company to enter into natural resources industry.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2009 (2008: Nil).

LIQUIDITY, CAPITAL STRUCTURE AND TREASURY MANAGEMENT

As at 30 September 2009, our Group had cash and bank balances of HK\$28 million.

	30 September 2008 (Unaudited)		31 March 2009 (Audited)	
	HK\$	%	HK\$	%
Bank borrowings	—	—	—	—
Total equity	<u>15,177,315</u>	<u>100</u>	<u>15,136,574</u>	<u>100</u>
Total capital employed	<u>15,177,315</u>	<u>100</u>	<u>15,136,574</u>	<u>100</u>

PLEDGE OF ASSETS

As at 30 September 2009, no assets of the Group were pledged to secure general banking facilities granted to the Group.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 September 2009, the Group had no capital commitment and material contingent liabilities.

EMPLOYEE REMUNERATION POLICY

As at 30 September 2009, the Group had 42 employees. Total salaries and related costs incurred for the period under review amounted to HK\$6.3 million. Our remuneration policies are in line with prevailing market practices and formulated on the basis of the performance and experience of individual employees. Apart from basic salaries, other staff benefits include provident funds and medical schemes. The Company may also grant share options to eligible employees.

POST BALANCE SHEET EVENTS

On 18 September 2009, the Company entered into a placing agreement with a placing agent, whereby, subject to certain conditions precedent, the Company has agreed to place, through the placing agent, convertible bonds in an aggregate principal amount up to HK\$150,000,000 to placees who are independent of and not connected with the connected persons of the Company. On 9 December 2009, the placing was completed and the Company has issued the convertible notes of HK\$150,000,000 in full.

12 October 2009, the Company entered into a formal sale and purchase agreement in relation to a possible acquisition of gold mining and smelting business in China (the “**Proposed Acquisition**”). The Proposed Acquisition will constitute a notifiable transaction for the Company pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased or sold any of the Company’s securities during the period and the Company has not redeemed any of its securities during the period.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 to the Listing Rules of the Stock Exchange during the six months ended 30 September 2009 except for the following deviations:

Code Provision A.2.1

Under the code provision A.2.1, the roles of Chairman and Chief Executive Officer (“CEO”) should be separated and should not be performed by the same individual. The Company had no officer with the title of CEO. The roles and functions of CEO have been performed by all the executive Directors of the Company collectively. The Board ensured that all Directors complied with good corporate governance practices and are properly briefed on issues arising at the Board meeting and have received adequate, complete and reliable information in a timely manner. The Board believes that presently the size of the Group is small and such arrangement will not impair the efficient formulation and implementation of the Group’s strategies. The Board will periodically review such arrangement and will adopt such appropriate measures as may be necessary in the future taking into consideration of the nature and extent of the Group’s operation and business development.

Code Provision A.4.1

Under the code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. All non-executive directors of the Company were not appointed for a specific term, but every director of the Company will be subject to retirement no later than the third annual general meeting after his election, under the Company’s Bye-Laws. As such, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are not less exacting than those in the Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as its own code of Conduct regarding securities transactions by the directors of the Company. All Directors have confirmed that they fully complied with the Model Code during the period under review.

AUDIT COMMITTEE

The Audit Committee of the Company comprises three independent non-executive directors, namely Mr. Tsang Kwok Wai, Mr. Lee Kwong Yiu and Mr. Zhang Guang Hui.

The Group’s unaudited accounts for the six months ended 30 September 2009 have been reviewed by the Audit Committee of the Company.

PUBLICATION OF THE INTERIM RESULTS AND INTERIM REPORT

The interim results announcement is published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) as well as the website of the Company (www.hkabc.com). The 2009/2010 interim report will be despatched to shareholders and will be published on the aforementioned websites in due course.

By order of the board of
ABC Communications (Holdings) Limited
Cheung Wai Shing
Executive Director

Hong Kong, 30 December 2009

As at the date of this announcement, the Board comprises Dr. Lew Mon Hung, Mr. Chen Jiasong, Mr. Wong Zhi Gang and Mr. Cheung Wai Shing as executive Directors and Mr. Tsang Kwok Wai, Mr. Lee Kwong Yiu and Mr. Zhang Guang Hui as independent non-executive Directors.