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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

FURTHER ANNOUNCEMENT IN RELATION TO MAJOR TRANSACTION

Reference is made to the announcement of the Company dated 8 November 2011 in relation to, amongst others, the Acquisition.

The Company publishes this further announcement to incorporate information required under Rules 14.61 and 14.62 of the Listing Rules and provide further information in relation to the Acquisition.

Reference is made to the announcement of the Company dated 8 November 2011 (the “**Announcement**”) in relation to, amongst others, the Acquisition. Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Announcement.

The Company publishes this further announcement to incorporate information required under Rules 14.61 and 14.62 of the Listing Rules and provide further information in relation to the Acquisition.

LISTING RULES COMPLIANCE

As disclosed in the Announcement, as the income approach was adopted in the Valuation carried out by the Valuer, the Valuation constitutes a profit forecast under Rule 14.61 of the Listing Rules. The Valuer has applied the discounted cash flow method under income approach and adopted certain assumptions in the Valuation. Details of the principal assumptions are as follows:

- All relevant legal approvals and business certificates or licenses to operate the business in the localities in which the Target Company operates or intends to operate would be officially obtained and renewable upon expiry;
- There will be sufficient supply of technical staff in the industry in which the Target Company operates, and the Target Company will retain competent management, key personnel and technical staff to support its ongoing operations and developments;
- There will be no major change in the current taxation laws in the localities in which the Target Company operates or intends to operate and that the rates of tax payable shall remain unchanged and that all applicable laws and regulations will be complied with;
- There will be no major change in the political, legal, economic or financial conditions in the localities in which the Target Company operates or intends to operate, which would adversely affect the revenues attributable to and profitability of the Target Company;
- Interest rates and exchange rates in the localities for the operation of the Target Company will not differ materially from those presently prevailing;
- The management of the Target Company are competent and they will perform duties under the company regulation and ownership of the Target Company is in responsible hands;
- All historical and prospective information provided by the management of the Target Company and other third parties are true, credible and complete. No contingent liability or other matter which may materially affect the Valuation are omitted from the information provided;
- Leasing fee to be received by the Target Company for each POS Terminal and the proportion of transactional fee to be received by the Target Company will remain unchanged in the forecasting period;
- The expansion plan of the Target Company is consistent with its overall development strategy, industrial development trend and national policy towards the industry and will materialize; and
- Capital expenditure mainly consists of acquisitions of POS Terminals and other electronic equipment. Cost of acquiring POS Terminals will remain stable in the forecasting period and there will be no major adjustments in future investment plans.

The preliminary Valuation is subject to further in-depth due diligence to be conducted by the Valuer and therefore the preliminary Valuation may or may not be the same as the final results of the Valuation. The finalized Valuation Report, including details of the assumptions, basis and methodology of the Valuation, shall be included in the circular to be issued by the Company in relation to the Acquisition.

The Directors are of the view that the Valuation prepared by the Valuer has been made after due and careful enquiry by the Directors. A letter from the Company's auditors and a report from the financial adviser of the Company will be included in the circular for the purpose of Rule 14.62 (2) and (3) of the Listing Rules.

By order of the Board of
ABC Communications (Holdings) Limited
Chen Jiasong
Chairman

Hong Kong, 16 November 2011

As at the date of this announcement, the Board of the Company comprises:

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. Lee Kwong Yiu

Mr. Lee Ho Yiu, Thomas

Mr. Zhang Guang Hui