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**ABC COMMUNICATIONS (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 30)**

**COMPLETION OF PLACING OF NEW SHARES UNDER  
GENERAL MANDATE**

**Placing Agent**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 15 May 2012. Pursuant to the terms and conditions of the Placing Agreement, 86,154,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.26 per Placing Share.

Reference is made to the announcement of the Company dated 27 April 2012 in relation to the Placing (the “**Announcement**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

**COMPLETION OF THE PLACING OF NEW SHARES**

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 15 May 2012. Pursuant to the terms and conditions of the Placing Agreement, 86,154,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.26 per Placing Share. To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, the Placees and their respective ultimate beneficial owners are independent institutional, professional and/or individual investors and not parties acting in concert with the controlling Shareholder(s) (if any) (as defined under the Takeovers Code), and not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries and their respective associates. None of the Placees and their respective associates becomes a substantial Shareholder upon completion of the Placing.

The net proceeds from the Placing, after deducting the placing commission and other related expense payable by the Company, are approximately HK\$21.7 million.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The 86,154,000 Placing Shares represent approximately (i) 13.45% of the issued share capital of the Company immediately before completion of the Placing and approximately (ii) 11.85% of the issued share capital of the Company as enlarged by the issue of the 86,154,000 Placing Shares.

Set out below is the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) upon completion of the Placing:

	<b>Immediately before completion of the Placing</b>		<b>Upon completion of the Placing</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Asian Gold Dragon Limited ( <i>Note 1</i> )	215,054,500	33.57	215,054,500	29.59
Rising Step Holdings Limited ( <i>Note 2</i> )	71,376,000	11.14	71,376,000	9.82
The Placees ( <i>Note 3</i> )	—	—	86,154,000	11.85
Other public Shareholders	<u>354,212,700</u>	<u>55.29</u>	<u>354,212,700</u>	<u>48.74</u>
Total	<u>640,643,200</u>	<u>100.00</u>	<u>726,797,200</u>	<u>100.00</u>

### Notes:

1. Asian Gold Dragon Limited is the controlling Shareholder as at the date of this announcement and is owned as to 85% by Mr. Sze Chun Ning, Vincent and 15% by Mr. Lin Qun, the ultimate beneficial owners of Asian Gold Dragon Limited. Other than being a controlling Shareholder, Asian Gold Dragon Limited and its ultimate beneficial owners have no relationship with the Company and its connected persons.
2. Rising Step Holdings Limited is a substantial Shareholder as at the date of this announcement and is wholly-owned by Mr. Zhou Shui Jia, the ultimate beneficial owner of Rising Step Holdings Limited. Other than being a substantial Shareholder, Rising Step Holdings Limited and its ultimate beneficial owner have no relationship with the Company and its connected persons.

3. To the best of the Directors' knowledge, the Placees and their ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. Therefore, the Placees are treated as public Shareholders.

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

Hong Kong, 15 May 2012

*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*

*In the case of any inconsistency, the English text of this announcement should prevail over the Chinese Text.*