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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Placing Agent



天行聯合證券有限公司
United Simsen Securities Limited

The Board is pleased to announce that the conditions of the Placing Agreement have been fulfilled and the completion of the Placing took place on 29 June 2012, where a total of 400,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees pursuant to the terms and conditions of the Placing Agreement.

References are made to the announcement of the Company dated 18 January 2012 (the “**Announcement**”) and the circular of the Company dated 16 February 2012 (the “**Circular**”) in relation to the Placing. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

COMPLETION OF THE PLACING

The Board is pleased to announce that the conditions of the Placing Agreement have been fulfilled and the completion of the Placing took place on 29 June 2012, where a total of 400,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.25 per Placing Share. To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, the Placees are Independent Third Parties. The gross proceeds from the Placing are approximately HK\$100 million and the net proceeds from the Placing are approximately HK\$95 million. None of the Placees and their respective associates will become a substantial Shareholder (as defined under the Listing Rules) upon completion of the Placing.

SHAREHOLDING STRUCTURE OF THE COMPANY

The 400,000,000 Placing Shares represent (i) approximately 52.10% of the issued share capital of the Company immediately before completion of the Placing; and (ii) approximately 34.25% of the issued share capital of the Company immediately after completion of the Placing.

For illustrative purpose only, the shareholdings in the Company (as extracted from the Disclosure of Interests filed in the website of the Stock Exchange by the relevant Shareholders and the latest available public information) (i) immediately before completion of the Placing and (ii) immediately after completion of the Placing are as follows:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of shares</i>	<i>Approximate %</i>	<i>Number of shares</i>	<i>Approximate %</i>
Asian Gold Dragon Limited (Note 1)	215,054,500	28.01	215,054,500	18.42
Public Shareholders:				
Placees (Note 2)	–	–	400,000,000	34.25
Other public shareholders	<u>552,742,700</u>	<u>71.99</u>	<u>552,742,700</u>	<u>47.33</u>
Total	<u>767,797,200</u>	<u>100.00</u>	<u>1,167,797,200</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. 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, 29 June 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.