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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**



**東方滙財證券有限公司**  
**ORIENT 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 5 July 2013, whereby a total of 211,660,000 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.

Reference is made to the announcement of the Company dated 10 June 2013 (the “**Announcement**”) in relation to the Placing. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

## 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 5 July 2013, whereby a total of 211,660,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.15 per Placing Share. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the Placees (who will be independent individual, corporate and/or institutional investors) and their ultimate beneficial owners are third parties independent of and not connected or acting in concert with the Company, its directors, chief executive or substantial shareholders of the Company or its subsidiaries and any of their respective associates. None of the Placees and their respective associates has become a substantial shareholder (as defined under the Listing Rules) of the Company upon completion of the Placing.

The gross proceeds from the Placing are approximately HK\$31.75 million and the net proceeds from the Placing, after deducting the placing commission and other professional fees incurred by the Company in the Placing, are approximately HK\$30.23 million.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The 211,660,000 Placing Shares represent (i) approximately 18.12% of the issued share capital of the Company immediately before completion of the Placing; and (ii) approximately 15.34% of the issued share capital of the Company as enlarged by the issue of the 211,660,000 Placing Shares.

Set out below is the shareholding structure of the Company (based on the Disclosure of Interests published on the website of the Stock Exchange and the information available to 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 (Note 1)	215,054,500	18.42	215,054,500	15.59
The Placees (Note 2)	—	—	211,660,000	15.34
Other public shareholders	952,742,700	81.58	952,742,700	69.07
Total	<b>1,167,797,200</b>	<b>100.00</b>	<b>1,379,457,200</b>	<b>100.00</b>

*Notes:*

1. Asian Gold Dragon Limited is a substantial shareholder of the Company as at the date of this announcement and is beneficially owned as to 85% by Mr. Sze Chun Ning, Vincent and 15% by Mr. Lin Qun. Other than being a substantial shareholder of the Company, 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 (as defined in the Listing Rules). Therefore, the Placees are treated as public Shareholders.

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

Hong Kong, 5 July 2013

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

*Executive Directors:*

Mr. Chen Jiasong (*Chairman*)

Mr. Cheung Wai Shing

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. Yau Chung Hang

Mr. Zhang Guang Hui

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