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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**

**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 23 October 2013, where a total of 275,890,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Places pursuant to the terms and conditions of the Placing Agreement.

References are made to the announcement of the Company dated 15 October 2013 (the “**Announcement**”) 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 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 23 October 2013, where a total of 275,890,000 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\$41.38 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\$39.53 million.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The 275,890,000 Placing Shares represent (i) approximately 20% of the issued share capital of the Company immediately before completion of the Placing; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the 275,890,000 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:

	Immediately before completion of the Placing		Upon completion of the Placing	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Asian Gold Dragon Limited (Note 1)	215,054,500	15.59	215,054,500	12.99
<b>Public Shareholders:</b>				
The Placees (Note 2)	–	–	275,890,000	16.67
Other public shareholders	1,164,402,700	84.41	1,164,402,700	70.34
<b>Total</b>	<b>1,379,457,200</b>	<b>100.00</b>	<b>1,655,347,200</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. 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.

The Company notes that, according to the disclosure of interest filed by Mr. Wang Xiaobo on 12 September 2013, Asian Gold Dragon Limited is wholly owned by Mr. Wang Xiaobo, the ultimate beneficial owner of Asian Gold Dragon Limited.

The Company further notes that, according to the disclosure of interest made by Mr. Sze Chun Ning, Vincent on 15 August 2011, Asian Gold Dragon Limited is 85% owned by Mr. Sze Chun Ning, Vincent, the ultimate beneficial owner of Asian Gold Dragon limited.

2. Pursuant to the Placing Agreement, the Placing Agent agreed to procure that the Placees and their ultimate beneficial owners shall be third parties independent of and not connected with the Company, its directors, chief executive or substantial shareholders of the Company or its subsidiaries and their respective associates. Therefore, the Placees are treated as public shareholders.

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

Hong Kong, 23 October 2013

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

*Executive Directors:*

Mr. Chen Jiasong (*Chairman*)

Mr. Cheung Wai Shing

*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.*