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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



凱基金融亞洲
KGI CAPITAL ASIA

中華開發金控
CHINA DEVELOPMENT FINANCIAL

KGI Capital Asia Limited

The Board is pleased to announce that all the conditions of the Placing Agreement have been fulfilled and the completion of the Placing took place on 19 November 2014, whereby a total of 331,068,000 Placing Shares have been successfully placed by the Placing Agent to Mr. Fong For pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcements of the Company dated 4 November 2014 and 11 November 2014 (the “**Announcements**”) 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 Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions of the Placing Agreement have been fulfilled and the completion of the Placing took place on 19 November 2014, whereby a total of 331,068,000 Placing Shares have been successfully placed by the Placing Agent to Mr. Fong For (“**Mr. Fong**”) at the Placing Price of HK\$0.1140 per Placing Share. Since the number of placees is less than six, the Company is required to disclose the name of the placee(s) pursuant to Rule 13.28(7) of the Listing Rules.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Mr. Fong is independent of and not connected or acting in concert with the Company, the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or associates of any of them. Mr. Fong has become a substantial shareholder (as such term is defined in the Listing Rules) of the Company upon completion of the Placing.

The gross proceeds from the Placing are approximately HK\$37.74 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\$37.07 million.

SHAREHOLDING AND STRUCTURE OF THE COMPANY

The 331,068,000 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 331,068,000 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>
Mr. Fong For	–	–	331,068,000	16.67%
Mr. Chow Wang	64,964,000	3.92%	64,964,000	3.27%
Public shareholders	<u>1,590,383,200</u>	<u>96.08%</u>	<u>1,590,383,200</u>	<u>80.06%</u>
Total	<u>1,655,347,200</u>	<u>100.00%</u>	<u>1,986,415,200</u>	<u>100.00%</u>

By order of the Board
ABC Communications (Holdings) Limited
Chow Wang
Chairman

Hong Kong, 19 November 2014

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

Executive Directors:

Mr. Chow Wang (*Chairman*)

Mr. Zhao Baolong (*Chief Executive Officer*)

Mr. Chen Jiasong

Mr. Cheung Wai Shing

Mr. Xu Jian Zhong

Independent Non-executive Directors:

Mr. Leung Ka Kui, Johnny

Ms. Wong Chui San, Susan

Mr. Zhang Guang Hui

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