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ABC COMMUNICATIONS (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 30)

SUBSCRIPTION OF NEW SHARES UNDER REFRESHED GENERAL MANDATE

On 29 September 2015 (after trading hours), the Company and the Investors entered into the Subscription Agreements pursuant to which the Company has conditionally agreed to issue and allot, and the Investors have agreed to subscribe for, 30,000,000 Subscription Shares at the Subscription Price of HK\$0.197 per Subscription Share.

The Subscription Price of HK\$0.197 per Subscription Share represents: (i) a discount of approximately 7.94% to the closing price of HK\$0.214 per Share as quoted on the Stock Exchange on 29 September 2015, being the date of the Subscription Agreement; and (ii) a discount of approximately 19.66% to the average closing price of approximately HK\$0.2452 per Share as quoted on the Stock Exchange for the last 5 full trading days of the Shares immediately prior to the date of the Subscription Agreements.

The 30,000,000 Subscription Shares represents approximately 1.36% of the issued share capital of the Company of 2,200,553,200 Shares as at the date of this announcement, and approximately 1.34% of the issued share capital of the Company as enlarged by the issue of 30,000,000 Subscription Shares.

The gross and net proceeds from the Subscription will be approximately HK\$5.91 million. It is intended that such net proceeds will be used by the Company for financing the Group's money lending business.

The Subscription is not subject to the Shareholders' approval as the Subscription Shares will be issued pursuant to the Refreshed General Mandate.

Shareholders and potential investors of the Shares should note that the Subscription is subject to the fulfillment or waiver of its conditions precedent and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE SUBSCRIPTION AGREEMENTS

Date

29 September 2015 (after trading hours)

Parties

(a) the Company; and

(b) the Investors

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Investors is a third party independent of and not connected with the Company and its connected persons.

Subscription

The Company has conditionally agreed to issue and allot, and the Investors have agreed to subscribe for, 30,000,000 Subscription Shares at the Subscription Price of HK\$0.197 per Subscription Share. As between the Investors, Investor A and Investor B have agreed to subscribe for 20,000,000 and 10,000,000 Subscription Shares, respectively.

Prior to the entering into of the Subscription Agreements, Investor A and Investor B are respectively interested in 11,086,000 and 59,898,000 Shares, representing 0.50% and 2.72% of the issued share capital of the Company. None of the Investors nor their respective associates will become a substantial shareholder of the Company as a result of the Subscription Completion.

Number of Subscription Shares

The 30,000,000 Subscription Shares represents approximately 1.36% of the issued share capital of the Company of 2,200,553,200 Shares as at the date of this announcement, and approximately 1.34% of the issued share capital of the Company as enlarged by the issue of 30,000,000 Subscription Shares.

The aggregate nominal value of 30,000,000 Subscription Shares is HK\$300,000.00.

Subscription Price

The Subscription Price of HK\$0.197 per Subscription Share was agreed after arm's length negotiations between the Company and the Investors, with reference to, among other things, the recent trading price of the Shares on the Stock Exchange.

The Subscription Price of HK\$0.197 per Subscription Share represents: (i) a discount of approximately 7.94% to the closing price of HK\$0.214 per Share as quoted on the Stock Exchange on 29 September 2015, being the date of the Subscription Agreement; and (ii) a discount of approximately 19.66% to the average closing price of approximately HK\$0.2452 per Share as quoted on the Stock Exchange for the last 5 full trading days of the Shares immediately prior to the date of the Subscription Agreements.

Condition of the Subscription

The Subscription Completion is conditional upon by not later than 20 October 2015 (or such later date as may be agreed between the Investors and the Company) (the "**Long Stop Date**") the Stock Exchange granting or agreeing to grant listing of and permission to deal in the Subscription Shares.

The Company shall use its reasonable endeavours to procure that the condition above is satisfied by 5:00 p.m. on or before the Long Stop Date. If the condition is not fulfilled on or before 5:00 p.m. on the Long Stop Date (or such later date as the parties may agree), the Subscription Agreements shall lapse and become null and void and the parties shall be released from all obligations thereunder, save for liabilities for any antecedent breaches thereof.

Subscription Completion

The Subscription Completion shall take place within three business day after the fulfillment of the condition set out in the Subscription Agreements (or such other date as the Company and the Investors may agree).

If the Long Stop Date is extended so that the Subscription Completion takes place more than one month after the date of the Subscription Agreements, the Company shall re-comply with the Listing Rules.

Termination of the Subscription Agreements

If it is found before the Subscription Completion that any matter or thing has occurred which constituted a material breach of, or is materially inconsistent with, any of the representations and warranties set out in the Subscription Agreements, the Investors shall be entitled by notice in writing to the Company to terminate the Subscription Agreements without liability on his part and without prejudice to any rights which he may have in respect of the breach by the Company.

Ranking of Subscription Shares

The Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue and allotment of the Subscription Shares.

Application for listing

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Subscription Shares.

REFRESHED GENERAL MANDATE

The Subscription Shares will be issued pursuant to the Refreshed General Mandate, which was granted to the Directors pursuant to an ordinary resolution passed at the Company's special general meeting on 12 August 2015. This refreshed general mandate provides that the Directors may issue and allot up to 397,283,040 new Shares, representing 20% of the aggregate nominal value of the share capital of the Company in issue on the date of passing such resolution.

During the share placing which was announced by the Company on 9 September 2015 and completed on 23 September 2015, 214,138,000 Shares were issued pursuant to the Refreshed General Mandate. As the number of the Subscription Shares to be allotted and issued under the Subscription (i.e. 30,000,000) is within the number of Shares which remained available for issue under the Refreshed General Mandate as of the date of this announcement (i.e. 183,145,040 Shares), the Subscription is not subject to the Shareholders' approval.

REASONS FOR ENTERING INTO THE SUBSCRIPTION AGREEMENTS

The Company is an investment holding company. The Group is principally engaged in providing financial quotation services, wireless applications development, securities trading system licensing, mining operations and development of encryption technology and products.

The gross and net proceeds from the Subscription will be approximately HK\$5.91 million. It is intended that such net proceeds will be used by the Company for financing the Group's money lending business.

The net Subscription Price will be approximately HK\$0.197 per Subscription Share.

As disclosed in the Company's Annual Report 2014/2015, the Company has diversified into the business of money lending. Ban Loong Finance Company Limited, a wholly-owned subsidiary of the Company, holds a money lender licence under the provisions of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and was set up to engage in the businesses of financial credit services such as personal loans, commercial loans and mortgages to individuals and corporations. The Directors are of the view that the Subscription will be able to finance the new money lending business of the Group and also represents a good opportunity to broaden the shareholder base and capital base of the Company.

The terms of the Subscription Agreements (including the Subscription Price) were determined after arm's length negotiations between the Company and the Investors. The Directors (including the Independent Non-executive Directors) consider that the terms of the Subscription Agreements (including the Subscription Price) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising exercises in the past twelve months immediately preceding the date of this announcement.

Date of announcement	Equity fund raising exercise	Net proceeds raised	Intended use of proceeds	Actual use of proceeds
9 September 2015	Placing of new Shares under the refreshed general mandate	HK\$40.06 million	financing the money lending business of the Company	not been utilized as of the date of this announcement
4 November 2014	Placing of new Shares under general mandate	HK\$37.07 million	(i) general working capital of the Company; (ii) repayment of a short-term bank loan of a subsidiary; and (iii) financing the money lending business of the Company	approximately (i) HK\$10.4 million was used for general working capital of the Group; (ii) HK\$3.6 million was used in the money lending business; and (iii) the balance has not been utilized as of the date of this announcement

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the Subscription Completion (assuming that there is no other change in the issued share capital of the Company from the date of the Subscription Agreements up to the Subscription Completion):

	As at the date of this announcement		Immediately upon the Subscription Completion	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Mr. Fong For (<i>Note 1</i>)	331,068,000	15.05	331,068,000	14.85
Mr. Chow Wang (<i>Note 2</i>)	64,964,000	2.95	64,964,000	2.91
Public shareholders:				
Investor A	11,086,000	0.50	31,086,000	1.39
Investor B	59,898,000	2.72	69,898,000	3.13
Other public shareholders	<u>1,733,537,200</u>	<u>78.78</u>	<u>1,733,537,200</u>	<u>77.72</u>
Total	<u>2,200,553,200</u>	<u>100.00%</u>	<u>2,230,553,200</u>	<u>100.00%</u>

Notes:

1. Mr. Fong For is a Non-executive Director of the Company.
2. Mr. Chow Wang is an Executive Director of the Company.

Shareholders and potential investors of the Shares should note that the Subscription is subject to the fulfillment or waiver of its conditions precedent and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“associate(s)”	having the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	ABC Communications (Holdings) Limited, a company incorporated in Bermuda with limited liability and whose Shares are listed on the Main Board of the Stock Exchange with stock code 30
“connected person(s)”	having the meaning ascribed thereto under the Listing Rules
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Investor A”	Lam Man Kwong
“Investor B”	Fang Jing Hua
“Investors”	collectively, Investor A and Investor B
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Refreshed General Mandate”	the refreshed general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the Company’s special general meeting on 12 August 2015 to issue and allot up to 397,283,040 Shares, representing 20% of the aggregate nominal value of the share capital of the Company in issue on the date of passing such resolution

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription for, and allotment of, the Subscription Shares on the terms and subject to the conditions of the Subscription Agreements
“Subscription Agreements”	the subscription agreements entered into between the Company and the Investors dated 29 September 2015 in relation to the Subscription
“Subscription Completion”	the completion of the Subscription
“Subscription Completion Date”	the date of the Subscription Completion
“Subscription Price”	HK\$0.197 per Subscription Share
“Subscription Shares”	30,000,000 Subscription Shares to be subscribed for by the Investors under the Subscription
“substantial shareholder(s)”	having the meaning ascribed thereto under the Listing Rules
“%”	per cent

By Order of the Board of
ABC Communications (Holdings) Limited
Chow Wang
Chairman & Executive Director

Hong Kong, 29 September 2015

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

Executive Directors:

Mr. Chow Wang (*Chairman*)

Mr. Cheung Wai Shing

Mr. Xu Jian Zhong

Non-executive Director:

Mr. Fong For

Independent Non-executive Directors:

Mr. Jiang Zhi

Mr. Leung Ka Kui, Johnny

Ms. Wong Chui San, Susan