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INFO COMMUNICATION HOLDINGS LIMITED

訊 通 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8082)

(1) MEMORANDUM OF UNDERSTANDING IN RELATION TO A POTENTIAL VERY SUBSTANTIAL ACQUISITION

(2) POSTPONEMENT OF BOARD MEETING AND DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2009

and

(3) SUSPENSION OF TRADING

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

MEMORANDUM OF UNDERSTANDING IN RELATION TO A POTENTIAL VERY SUBSTANTIAL ACQUISITION

On 26 June 2009, the Purchaser and the Warrantors entered into the MOU in relation to the potential acquisition of entire issued share capital of and subscription of new shares to be issued by the Target (the “**Proposed Acquisition**”).

The Proposed Acquisition, if materializes, may constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. Further announcements will be made by the Company regarding the Proposed Acquisition under the GEM Listing Rules.

Shareholders and potential investors should note that the Proposed Acquisition may or may not proceed as no formally binding documentation have been executed between the parties and discussion are still in progress. In the meantime, investors and shareholders are advised to exercise extreme caution when dealing in the Shares.

POSTPONEMENT OF BOARD MEETING AND DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2009

The date of the meeting of the Board for the purpose of, amongst others, considering and approving the annual results (the “**Annual Results**”) of the Group for the year ended 31 March 2009 will be postponed from 26 June 2009 to a further date to be announced. The publication of the announcement of the Annual Results and despatch of the annual report for the year ended 31 March 2009 will also be delayed.

SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:30 a.m. on 26 June 2009. Trading in the shares of the Company will remain suspended until the publication of the Annual Results.

MEMORANDUM OF UNDERSTANDING IN RELATION TO A POTENTIAL VERY SUBSTANTIAL ACQUISITION

Reference is made to the announcement dated 31 March 2009 (the “**Termination Announcement**”) of the Company in relation to, amongst other things, termination of a very substantial acquisition.

Following the termination of the very substantial acquisition as disclosed in the Termination Announcement, there have been negotiation between the Purchaser and the Vendor.

On 26 June 2009, the Purchaser and the Warrantors entered into the MOU in relation to the Proposed Acquisition, subject to further negotiation between the Purchaser, the Vendor and the Target, at an indication aggregate consideration not exceeding of RMB588,000,000.

The Purchaser and the Warrantors shall negotiate in good faith towards one another with a view to entering into a formal sale and purchase agreement for the Proposed Acquisition within 15 business days.

The Purchaser and the Warrantors agreed that the deposit of US\$20,000,000 (the “**Deposit**”) paid to the Target by the Purchaser pursuant to the sale and purchase agreement dated 18 April 2008 (as supplemented by three subsequent supplemental agreements respectively dated 26 May 2008, 15 August 2008 and 15 December 2008) (collectively the “**Original Agreement**”) entered into between the same parties shall be applied towards the settlement of the consideration payable for the Proposed Acquisition if a binding sale and purchase agreement is entered into within 15 business days unless otherwise extended by the parties, failing which the Target shall refund, and the other Warrantors shall procure the return of, the Deposit to the Purchaser upon demand.

The guarantee given by the Vendor for the return of the Deposit together with the accrued interest thereon at 6% per annum in favour of the Purchaser under the Original Agreement remains binding and in full force.

The Directors consider that the coal price has adjusted downward by a considerable extent since April 2008 and, on the other hand, the Directors remains positive on the overall outlook of the natural energy resources, in particular in the PRC, having regard to the fact that the PRC government has put forward various measures to stimulate the economy with a GDP growth target of 8%. The Directors consider that the present overall business environment provides an attractive opportunity to enter the coal mining sector by acquiring assets at a much lower price.

The Proposed Acquisition, if materializes, may constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. Further announcements will be made by the Company regarding the Proposed Acquisition under the GEM Listing Rules.

Upon completion of the Reorganization and the Proposed Acquisition, the Purchaser will be indirectly interested in approximately 94.05% of the paid up capital of Hengtai.

Hengtai is a limited liability company incorporated in the PRC on 3 June 2005. As at the date of this announcement, the registered capital, which has been fully paid up, and total investments of Hengtai amounted to RMB180 million and RMB180 million respectively. Puhua and Puhua Commerce are the beneficial owners of the 95% and 5% of the entire registered capital of Hengtai respectively. Hengtai is beneficial owner of the mining licenses in respect of Coal Mine No. 1 and Coal Mine No. 2. Further details of Coal Mine No. 1 and Coal Mine No. 2 can be obtained in the announcement dated 27 May 2008 of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Warrantors and their respective ultimate beneficial owners are Independent Third Parties and are third parties independent of the Company, the substantial shareholders of the Company and the Directors or chief executive of the Company and their respective associates (as defined in the GEM Listing Rules).

The Vendor is a merchant. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Vendor and his associates did not hold any Shares or other securities in the Company.

The Group is principally engaged in organizing trade exhibitions, publishing industrial magazines and providing printing and design services. The Directors have been actively and consistently seeking new investment opportunities of the Group, irrespective of whether these opportunities fall within the Company's principal business activities, in order to increase the value of the Company and improve the shareholders' return. The Directors remain of the view that as coal being one of the main natural energy resources in the world and demand of coal will rebound in the future, in particular the PRC. The Directors consider that the Proposed Acquisition represents a good opportunity for the Group to diversify the existing business into a new line of business with significant growth potential.

Shareholders and potential investors should note that the Proposed Acquisition may or may not proceed as no formally binding documentation have been executed between the parties and discussion are still in progress. In the meantime, investors and shareholders are advised to exercise extreme caution when dealing in the Shares.

DELAY IN PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND DESPATCH OF THE ANNUAL REPORT

Reference is made to the announcement of the Company dated 21 May 2009 in relation to the board meeting (the “**Board Meeting**”) of the Company originally scheduled to be held on 26 June 2009 to, amongst other things, consider and approve the annual results of the Group for the year ended 31 March 2009.

Pursuant to the GEM Listing Rules, the publication of Annual Results announcement and despatch of annual report of the Company for the year ended 31 March 2009 to the shareholders, including its audited annual accounts, have to take place not more than three months after the date upon which its financial year ended, that is, 30 June 2007.

The Board wishes to inform the shareholders of the Company that there will be a delay of the publication of the Annual Results announcement and despatch of the relevant annual report for the year ended 31 March 2009.

The delay in the Annual Results announcements and despatch of the relevant annual report is occasioned by the fact that the auditor of the Company requires further time to obtain certain audit confirmation from overseas financial organization.

The delay of publication of Annual Results announcement and despatch of the annual report of the Company for the year ended 31 March 2009 constitutes a breach of Rules 18.03, 18.48A and 18.49 of the GEM Listing Rules.

ADJOURNMENT OF BOARD MEETING

The Board Meeting of the Company has been adjourned from 26 June 2009 to date to be announced. The notice of Board Meeting will be notified to the Stock Exchange and the Shareholders accordingly in accordance with the GEM Listing Rules.

SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:30 a.m. on 26 June 2009. Trading in the shares of the Company will remain suspended until the publication of the Annual Results.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise

“associates”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Coal Mine No.1”	the mining area of approximately 3.6 sq. km. situating the northernmost area within the Nianpanliang Project, measuring 1.8 km. from east to west and 2.1 km. from south to north, in respect of which Mining Right License No. 1 was granted by Neimeng DLA

“Coal Mine No.2”	the mining area of approximately 3.4 sq. km. situating the southernmost area within the Nianpanliang Project, measuring 1.9 km. from east to west and 1.8 km. from south to north, in respect of which Mining Right License No. 2 was granted by Neimeng DLA
“Company”	Info Communication Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hengtai”	Eerduosi Hengtai Coal Company Limited (鄂爾多斯恒泰煤炭有限公司), a company incorporated in the PRC with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party/ies”	third party/ies and their ultimate beneficial owner(s) which is/are independent of the Company and its Connected Persons
“MOU”	the memorandum of understanding entered into between the Purchaser and the Warrantors in relation to the potential acquisition of the entire issued share capital of and subscription of new shares to be issued to the Purchaser by the Target
“Neimeng DLA”	Neimeng Department of Land and Resources (內蒙國土資源廳)
“Nianpanliang Project”	an area covering approximately 10.1 sq. km. (1,012 hectares) measuring approximately 3.0 km. from east to west and 5.5 km. from north south and of approximately 3 km. northeast of Dongsheng Town of Ordos City on the eastern edge of the Maowusu Desert of Inner Mongolia
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Puhua”	Shanxi Puhua Deqin Metallurgy Technology Co., Ltd. (山西普華德勤冶金科技有限公司), a company incorporated in the PRC with limited liability and will upon completion of the Reorganisation, be owned as to 99% of its equity interests in by the WFOE
“Puhua Commerce”	普華德勤商貿有限公司, a company incorporated in the PRC with limited liability

“Purchaser”	Billion Station Limited, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company and the purchaser and the subscriber under the MOU
“Reorganization”	a corporate re-organisation to be conducted between WFOE and Puhua pursuant to which WFOE shall become the beneficial and registered owner of 99% of the paid up registered capital of Puhua
“Shares”	existing ordinary share of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Triumph Fund A Limited, a company incorporated in the Cayman Islands, and at as the date of this announcement, subject to a share mortgage dated 18 April 2008 in favour of the Purchaser, wholly and beneficially owned by the Vendor
“Vendor”	Mr. Zhao Ming, being the vendor under the MOU
“Warrantors”	collectively, the Vendor, the Target, WFOE and Puhua
“WFOE”	Shanxi Hengchuang Industrial Co., Ltd. (山西恒創实业有限公司), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Target
“HK\$”	Hong Kong dollars
“RMB”	Renminbi, the lawful currency of the PRC
“US\$”	United States dollars, the lawful currency of the United States of America
“km.”	kilometers
“Mtpa”	million tones per annum
“sq. km.”	square kilometers
“%”	per cent.

By order of the Board
Info Communication Holdings Limited
Chui Bing Sun
Chairman

Hong Kong, 26 June 2009

As at the date of this announcement, the executive Directors are Mr. Chui Bing Sun, Mr. Lee Chi Shing, Caesar, and the independent non-executive Directors are Mr. Kwok Kwan Hung, Mr. Chan Wai Man and Mr. Leung Chi Kong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its publication.