

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **ABC COMMUNICATIONS (HOLDINGS) LIMITED**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 30)**

### **HIGH CONCENTRATION OF SHAREHOLDINGS**

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of shareholders as at 12 August 2009.

**In view of the concentration of the Company's shareholdings in a limited number of shareholders as set out in this announcement, holders of the securities of the Company and potential investors are advised to exercise extreme caution when dealing in the Shares.**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in respect of the concentration of the shareholdings of ABC Communications (Holdings) Limited (the "**Company**") in the hands of a limited number of shareholders as at 12 August 2009.

The Company has been informed by the Stock Exchange on 19 August 2009 that based on the information provided by the Securities and Futures Commission (the "**SFC**"), the SFC had conducted an enquiry into the shareholdings of the Company. The findings suggested that, as at 12 August 2009, 18 shareholders held an aggregate of 61,331,600 shares of the Company ("**Shares**"), representing 13.14% of the issued Shares. Such shareholding, together with 350,164,500 Shares held aggregately by two substantial shareholders, namely, Asian Gold Dragon Limited and Rising Step Holdings Limited (representing 75.00% of the issued Shares), representing 88.14% of the issued Shares as at 12 August 2009. Thus only 11.86% of the issued Shares were held by other investors.

Based on the information provided by the SFC, as at 12 August 2009, the shareholding structure of the Company was as follows:

	<b>Number of Shares Held</b> <i>(Shares)</i>	<b>% of total number of issued Shares</b> <i>(%)</i>
Asian Gold Dragon Limited ( <i>Note 1</i> )	256,788,500	55.00
Rising Step Holdings Limited ( <i>Note 2</i> )	93,376,000	20.00
A group of 18 shareholders	61,331,600	13.14
Other shareholders	55,389,900	11.86
<b>Total</b>	<b>466,886,000</b>	<b>100.00</b>

*Note 1:* Asian Gold Dragon Limited is beneficially owned as to 85% and 15% by Mr. Sze Chun Ning, Vincent and Mr. Lin Qun respectively.

*Note 2:* Rising Step Holdings Limited is beneficially owned by Mr. Zhuo Shui Jia.

The SFC also noted that the closing share price of the Company surged 12.4 times from \$0.28 on 28 April 2009 to reach a high of \$3.75 on 8 July 2009 before easing off thereafter. Share price closed at \$2.70 on 18 August 2009, but still representing an increase of 8.6 times from its closing price of \$0.28 on 28 April 2009.

The board of directors (the “**Board**”) of the Company wishes to clarify that the above information is provided by the SFC, and the Company has not verified such information and it is not in a position to comment on its accuracy except the information relating to the shareholdings of the substantial shareholders as set out below:

	<b>Number of Shares Held</b> <i>(Shares)</i>	<b>% of total number of issued Shares</b> <i>(%)</i>
Asian Gold Dragon Limited ( <i>Note 1</i> )	256,788,500	55.00
Rising Step Holdings Limited ( <i>Note 2</i> )	93,376,000	20.00
<b>Total</b>	<b>350,164,500</b>	<b>75.00</b>

*Note 1:* Asian Gold Dragon Limited is beneficially owned as to 85% and 15% by Mr. Sze Chun Ning, Vincent and Mr. Lin Qun respectively.

*Note 2:* Rising Step Holdings Limited is beneficially owned by Mr. Zhuo Shui Jia.

So far as the Board is aware and after making all reasonable enquiries and based on the existing information available to the Board, the Board confirm that the Company has no knowledge of the identities of those 18 shareholders as mentioned above and their respective shareholdings in the Company. The Company has no knowledge whether those 18 shareholders were as at 12 August 2009 or as at the date of this announcement (a) connected persons of the Company or (b) related to/connected with each other and/or any of the connected persons of the Company.

## **PUBLIC FLOAT**

Based on the information available and to the best knowledge of the Board, as at 12 August 2009 and as at the date of this announcement, Asian Gold Dragon Limited and Rising Step Holdings Limited held and hold 350,164,500 Shares in total, representing 75% of the issued Shares of the Company.

The Board believe that to the best of its knowledge and belief based on the information available to it, not less than 25% of the issued share capital of the Company is held in public hands and the Company is able to comply with the public float requirement under the Rules Governing the Listing of Securities on the Stock Exchange.

The Board will be making further enquiries regarding the Company's shareholdings as at 12 August 2009 and will publish a further announcement, if appropriate.

**In view of the high concentration of shareholding in a small number of shareholders, shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of shares traded, and should exercise extreme caution when dealing in the Shares.**

By order of the board of  
**ABC Communications (Holdings) Limited**  
**Lew Mon Hung**  
*Chairman*

Hong Kong, 19 August 2009

As at the date hereof, the board of directors of the Company comprises:

*Executive Directors:*

Dr. Lew Mon Hung (*Chairman*)

Mr. Chen Jiasong (*Deputy Chairman*)

Mr. Wang Zhi Gang

Mr. Cheung Wai Shing

Dr. Daniel K. Wong

*Independent Non-Executive Directors:*

Mr. Tsang Kwok Wai

Mr. Lee Kwong Yiu

Mr. Zhang Guang Hui