

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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)**

### **ANNOUNCEMENT PURSUANT TO RULE 13.09(1) AND RULE 13.51B(2) OF THE LISTING RULES AND RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 13.09(1) and Rule 13.51B(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcements (the “**Announcements**”) of ABC Communications (Holdings) Limited (the “**Company**”) dated 10, 17 and 28 July 2014 in relation to the suspension of trading of the Company’s shares (the “**Shares**”) on the Stock Exchange, in relation to the Investigation into the suspected offence(s) of Mr. Chen Jiasong by the ICAC and the establishment of the Independent Committee by the board (the “**Board**”) of directors (the “**Directors**”) of the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Announcements.

To the best knowledge of the Directors after making all reasonable enquiries, the Company wishes to update Shareholders on the following progress of the Investigation by the ICAC and the review of the Independent Committee:

- (a) The offence(s) suspected to have been committed by Mr. Chen under the Prevention of Bribery Ordinance involved the alleged acceptance of advantage from other persons in the proposed acquisition of Gold Vast Holdings Limited by the Company in October 2009, the termination of the Gold Vast acquisition in January 2011 and the acquisition of Jun Qiao Limited (the “**Relevant Subsidiary**”) by the Company in March 2011 (collectively, the “**Relevant Transactions**”).

- (b) Mr. Chen's driver was arrested by the ICAC and subsequently released on bail at the same time when Mr. Chen was released. Two other Directors and two accounting and company secretarial staff of the Company were also requested by the ICAC to assist the Investigation.
- (c) During the visits of ICAC officers on 10 and 11 July 2014, certain documents and accounting records relating to the Relevant Transactions and the Relevant Subsidiary, and certain computer equipment belonged to the Company and its staff were seized by the ICAC.
- (d) So far as the Board is aware, as at the date of this announcement, no charges have been laid against Mr. Chen in relation to the Investigation.
- (e) In order to form a view on the impact of the Investigation on the Company and the Relevant Subsidiary and the calling into question of Mr. Chen's integrity as a result of the Investigation, the Independent Committee has reviewed (i) the contracts, the board papers, the announcements, the payment records and the valuation reports relating to the Relevant Transactions, (ii) the valuation reports, due diligence reports and the PRC legal opinions relating to the Relevant Subsidiary both at the time of the acquisition and at subsequent annual reviews, and (iii) records relating to the monetary transactions between the Company and Mr. Chen since Mr. Chen's appointment to the Board in October 2009.
- (f) After completion of the review of the documents mentioned above, the Independent Committee did not identify any abnormality relating to the Relevant Transactions and the Relevant Subsidiary. Accordingly, the Independent Committee was of the view that no impairment was required for the mining rights of the Relevant Subsidiary as a result of the Investigation and the normal daily business and operations of the Group should not be affected by the Investigation.
- (g) As disclosed in the Company's announcement dated 28 July 2014, it was agreed by the Independent Committee and Mr. Chen that Mr. Chen's involvement in any negotiation of the Company's possible acquisitions will be temporarily suspended pending the results of the review by the Independent Committee. Although no abnormality relating to Mr. Chen's integrity was identified by the Independent Committee during the review of the documents mentioned above, the Independent Committee agreed with Mr. Chen that it was prudent for Mr. Chen to suspend from all his executive duties with effect from 29 August 2014, pending the final outcome of the Investigation by the ICAC.

The Board will continue to monitor the development of the Investigation and re-assess its impact to the operation and management of the Group from time to time. The Company will keep its shareholders and potential investors informed of any material development in connection with the Investigation as and when appropriate.

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 1:00 p.m. on 10 July 2014 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Share with effect from 9:00 a.m. on 1 September 2014.

By order of the Board  
**ABC Communications (Holdings) Limited**  
**Cheung Wai Shing**  
*Executive Director and Company Secretary*

Hong Kong, 29 August 2014

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

*Executive Directors:*

Mr. Chen Jiasong (*Chairman*)  
Mr. Zhao Baolong (*Chief Executive Officer*)  
Mr. Cheung Wai Shing  
Mr. Xu Jian Zhong

*Independent Non-executive Directors:*

Mr. Chen Haoyun, Jordy  
Mr. Lee Kwong Yiu  
Mr. Yau Chung Hang  
Mr. Zhang Guang Hui