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

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 30)**

### **LAPSE OF THE PLACING AGREEMENT AND THE MAJOR TRANSACTION**

Reference is made to the announcements of ABC Communications (Holdings) Limited (the “**Company**”) dated 27 April, 15 July and 12 August 2015 and the Company’s circular dated 20 July 2015 (the “**Circular**”), in relation to, among other matters, the Placing of Convertible Bonds under the Specific Mandate and the Proposed Acquisition. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **LAPSE OF THE PLACING AGREEMENT**

As disclosed in the Circular, the long stop date for the fulfillment of the conditions precedent to the Placing of Convertible Bonds was 4:00 p.m. (Hong Kong time) on 10 September 2015 (the “**Long Stop Date for Placing**”), being the 30th day after obtaining the shareholders’ approval for the relevant resolutions in relation to the Placing at the SGM which was held on 12 August 2015. No agreement was reached by the parties to extend the Long Stop Date for Placing.

On 8 September 2015, the Company was informed by the Placing Agent that all the conditions referred to in the Placing Agreement are unlikely to be fulfilled by the Long Stop Date for Placing, and that the Placing Agent will notify all their potential placees accordingly. On the basis of the above, the Company considers that the Placing Agreement was terminated by the Placing Agent on 8 September 2015.

## **LAPSE OF THE MAJOR TRANSACTION**

As disclosed in the Circular, the long stop date for the fulfillment of the conditions precedent to the Proposed Acquisition was 1 September 2015 (the “**Long Stop Date for Acquisition**”). As no agreement was reached by the parties to extend the Long Stop Date for Acquisition, the Company considers that the Acquisition Agreement lapsed on 1 September 2015.

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

Hong Kong, 10 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