

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of ETS Group Limited (易通訊集團有限公司) (the “**Company**”) dated 30 December 2011.

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.

ETS GROUP LIMITED **易通訊集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares	:	70,000,000 Placing Shares
Placing Price	:	HK\$0.6 per Share (payable in full on subscription, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
Nominal value	:	HK\$0.01 each
Stock code	:	8031

Sole Sponsor, Sole Bookrunner and Sole Lead Manager



Mizuho Securities Asia Limited

- The 70,000,000 Placing Shares offered by the Company under the Placing have been slightly over-subscribed. The Offer Size Adjustment Option has not been exercised and has lapsed.
- 70,000,000 Placing Shares have been conditionally allocated to a total of 136 individual, professional and institutional investors, including 736,000 Placing Shares of which have been conditionally allocated to a total of 76 employees of the Group (representing approximately 1.05% of the total Placing Shares and approximately 0.26% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalization Issue).

- The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates, and are not any person or group of persons (save for the 76 employees of the Group as disclosed herein) as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the shares of the Company subscribed by the placees under the Placing (including but not limited to the placees who are employees of the Company and its subsidiaries) (the “Placees”) has been financed directly or indirectly by a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them, and none of the Placees is accustomed to taking instructions from a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it.
- The Directors confirm that, immediately after the Capitalization Issue and the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Based on the Placing Price of HK\$0.6 per Share, the net proceeds to be raised by the Company from the Placing are estimated to be approximately HK\$27 million. The net proceeds will be applied for such purposes as set forth in the Prospectus.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 9 January 2012.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Based on the Placing Price of HK\$0.6 per Share, the net proceeds to be raised by the Company from the Placing are estimated to be approximately HK\$27 million. The net proceeds will be applied for such purposes as set forth in the Prospectus.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 70,000,000 Placing Shares offered by the Company under the Placing have been slightly over-subscribed. The Offer Size Adjustment Option has not been exercised by Mizuho Securities Asia Limited and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 70,000,000 Shares have been conditionally allocated to a total of 136 individual, professional and institutional investors. The distribution of the Placing Shares is set forth as below:–

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalization Issue
Top placee	13,928,000	19.90%	4.97%
Top 5 placees	55,508,000	79.30%	19.82%
Top 10 placees	68,060,000	97.23%	24.31%
Top 25 placees	69,168,000	98.81%	24.70%

Number of Placing Shares allocated

Number of Placees

4,000 to 100,000	124
100,001 to 500,000	3
500,001 to 1,000,000	nil
1,000,001 to 2,000,000	1
2,000,001 to 5,000,000	3
5,000,001 and above	5

Total:

136

Pursuant to the Placing and among the 70,000,000 Shares allocated to the total of 136 individual, professional and institutional investors, the total number of 736,000 Shares (representing approximately 1.05% of the total Placing Shares and approximately 0.26% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalization Issue) have been conditionally allocated to a total of 76 employees of the Group (who are not connected persons and/or the directors of the Company and its subsidiaries). The distribution of the Placing Shares to the employees is set forth as below:–

Full name of employee	Number of Placing Shares allocated
CHAN CHI SHING	4,000
CHAN HING SUN FANNY	8,000
CHAN KA LOK	4,000
CHAN TSZ WANG	20,000
CHAN WING FAAT RAYMOND	4,000
CHAN YIN MING	20,000
CHAU KWOK YING ANDY	12,000
CHAU YUEN TING	8,000
CHEUNG CHI TAT	40,000
CHEUNG CHING YIN	8,000
CHEUNG KAM ON	4,000
CHEUNG WAN YIN	8,000
CHONG POK KAM	12,000
CHU WAN SING	4,000
FONG TAK SANG SAM	4,000
FONG WING KI WING	4,000
FUNG CHI WAI TIMMY	12,000
HA CHUN HUNG	4,000
HO KIT MUI	4,000
HO PO PING CONNIE	4,000
HUI SAU TAK DAVID	8,000
HUNG CHAU CHUNG	4,000
KAM KWUN HUNG	4,000
KO LOK MAN	4,000
KO MING HO	4,000
KWAN PIK YIN	8,000
KWOK CHI MING	4,000
KWOK PUI NGAN	12,000
LAI HANG YU	4,000
LAM KA LAP JASON	4,000
LAM YEE SUEN NANCELY	4,000
LAU KA YAN CRYSTAL	4,000
LAU SIU YIN	4,000
LAW LAI FONG	4,000

Full name of employee	Number of Placing Shares allocated
LEE KA WAH JOHN	28,000
LEE MEI LING	8,000
LEE PING KIT	4,000
LEUNG SUET MUI STELLA	4,000
LEUNG YIN MAN	4,000
LI CHI MING	4,000
LI WAI KWAN	4,000
LING HING KWOK	12,000
LIU JINGYA	24,000
LUI KA FAI	44,000
MAK KUI CHEUNG	4,000
MAK WAI KIT	8,000
MOK ERWINSON CHIU YU	8,000
NG KA KI	4,000
NG KA NOK DANIEL	4,000
NG WAI SHAN	4,000
NG WING HON TONY	4,000
PAK WAI LAM FRANK	20,000
POON HONG HAU	8,000
POON MEI WAI JOYCE	40,000
PUN WAI YIN	4,000
SIT SIN TING	16,000
SIU CHI KWONG	4,000
SIU MAN ON	20,000
SO YEE PING IRENE	12,000
TAI YING JUSTINA	4,000
TAN HONG JOEI	4,000
TING YEE MEI	24,000
TSE PUI SAN	4,000
TSOI SHUK MIU	4,000
WONG KAM PAN	12,000
WONG WAI FUNG	4,000
WONG YUK YEE	8,000
WU KA YI	12,000
YEUNG KWAI PING	4,000
YIM HAU CHUNG	4,000
YU SHUN CHEONG	12,000
YU WAI MAN	12,000
YU YEUK SZE	40,000
YUNG CHOR MUI	8,000
YUNG KWAN YEE	8,000
ZHANG TAO	16,000

The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates, and are not any person or group of persons (save for the 76 employees of the Company as disclosed herein) as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the shares of the Company subscribed by the Placees has been financed directly or indirectly by a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them, and none of the Placees is accustomed to taking instructions from a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. Immediately after completion of the Placing and the Capitalization Issue, the Directors confirm that the public float of the Company will be 25% of the issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. 9 January 2012) or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or before Friday, 6 January 2012 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Sole Bookrunner, the placees or their agents (as the case may be) based on their respective instructions.

Prospective investors should note that the Sole Bookrunner is entitled to terminate the Placing Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Placing” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. 9 January 2012. In the event that the Placing Agreement is terminated, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.etsgroup.com.hk on the next business day immediately following the date of such lapse.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 9 January 2012. Shares will be traded in board lots of 4,000 Shares. The stock code for the Shares is 8031. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.etsgroup.com.hk.

By Order of the Board
ETS Group Limited
Wong Wai Hon Telly
Chairman and Executive Director

Hong Kong, 6 January 2012

As at the date of this announcement, the executive Directors are Mr. Wong Wai Hon Telly, Mr. Ling Chiu Yum, Ms. Chang Men Yee Carol, and Mr. Suen Fuk Hoi; and the independent non-executive Directors are Mr. Phung Nhuong Giang, Mr. Wong Sik Kei and Mr. Ngan Chi Keung.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and, in the case of the announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.etsgroup.com.hk.