

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.



中國全通(控股)有限公司
CHINA ALL ACCESS (HOLDINGS) LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 633)

ANNOUNCEMENT

**ACQUISITION OF
A MAJORITY INTEREST IN A COMPANY IN THE PRC**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board is pleased to announce that Beijing All Access Noter, a wholly-owned subsidiary of the Company, has entered into the Equity Subscription Agreement with Beijing Zhiping and its existing shareholders on 22 April 2010 pursuant to which Beijing All Access Noter will acquire a 60% equity interest in Beijing Zhiping through contribution of additional registered capital in Beijing Zhiping in the aggregate amount of RMB3,000,000.

It is intended that the Group will, by acquiring Beijing Zhiping's majority interest, effectively combine the technology and marketing advantages of Beijing Zhiping and the Group. The Directors intend that through Beijing Zhiping, the Group will invest in the development of satellite mobile data broadcasting network and the provision of the related services in the PRC via collaboration with telecommunications operators in the PRC. By pursuing cooperation opportunity with telecommunications operators in the exploitation of a complementary mode of communication integrating both satellite communication and terrestrial mobile communication networks, the Directors believe that the Group will be better positioned to rapidly exploit and develop the related business to meet the technological feature and individual user market's requirement of the mobile multimedia broadcasting industry in the PRC. It is a new major development project of the Group's business in the provision of satellite communication application solutions and services in the PRC.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

THE ACQUISITION

The Board is pleased to announce that Beijing All Access Noter, a wholly-owned subsidiary of the Company, entered into the Equity Subscription Agreement with Beijing Zhiping and its shareholders on 22 April 2010 pursuant to which Beijing All Access Noter will acquire 60% equity interest in Beijing Zhiping through contribution of additional registered capital in Beijing Zhiping in the aggregate amount of RMB3,000,000.

As at the date of this announcement, Beijing Zhiping has a registered capital of RMB2,000,000 which is owned as to 80% and 20% by two individuals in the PRC who are Independent Third Parties respectively. Following the capital contribution in Beijing Zhiping pursuant to the Equity Subscription Agreement, the total registered paid up capital of Beijing Zhiping will be increased from RMB2,000,000 to RMB5,000,000, and Beijing Zhiping will be owned as to 60% by Beijing All Access Noter, and 32% and 8% by the two individuals mentioned above respectively. Beijing Zhiping will become an indirect non-wholly-owned subsidiary of the Company. It is expected that the capital contribution will be completed within the first half of 2010.

Pursuant to the Equity Subscription Agreement, Beijing All Access Noter will have the right to appoint a majority of the directors of Beijing Zhiping and the name of Beijing Zhiping will be changed to 北京全通洽平通信技術有限公司 (Beijing All Access Zhiping Communication Technology Co., Ltd.) following the capital contribution.

REASONS FOR THE ACQUISITION

The Group has been striving for providing integrated information communication application solutions and services across networks, platforms and industries. The Group's application solutions have been adopted in many industries including governmental departments or agencies of different levels, public utilities institutions and business enterprises in the PRC.

On that basis, the Group intends to fully capitalize on our experience in the provision of application solutions and services in the aspects of satellite communication and wireless data communication by actively exploiting the mode of complementary coverage through the integration of satellite communication and terrestrial mobile communication networks to realize point-to-area broadcasting, through which integrated multimedia content can be transmitted in a more effective way to satisfy individual users' information requirements.

Beijing Zhiping is a limited liability company established in the PRC which has been actively involved in the development and application of mobile multimedia broadcasting technology and the market promotion of the related business in the PRC. The Directors believe that by investing in Beijing Zhiping, the Group will be able to effectively combine the technology and marketing advantages of Beijing Zhiping and the Group. The Directors intend that through Beijing Zhiping, the Group will invest in the development of satellite mobile data broadcasting network and the provision of the related services in the PRC via collaboration with telecommunications operators in the PRC. By pursuing cooperation opportunity with telecommunications operators in the exploitation of a complementary mode of communication integrating both satellite communication and terrestrial mobile communication networks, the Directors believe that the Group will be better positioned to rapidly exploit and develop the related business to meet the technological feature and individual user market's requirement of the mobile multimedia broadcasting industry in the PRC. It is a new major development project of the Group's business in the provision of satellite communication application solutions and services in the PRC.

FURTHER INFORMATION

Further announcement will be made by the Company in relation to any significant development as and when required under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Beijing All Access Noter”	北京全通諾特通信技術有限公司 (Beijing All Access Noter Communication Technology Co., Ltd.), a wholly-owned subsidiary of the Company established in the PRC
“Beijing Zhiping”	北京治平網絡科技有限公司 (Beijing Zhiping Network Technology Company Limited), a limited liability company established in the PRC
“Board”	the board of Directors of the Company
“Company”	China All Access (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange

“Directors”	directors of the Company
“Equity Subscription Agreement”	the agreement dated 22 April 2010 and entered into between Beijing All Access Noter, Beijing Zhiping and its existing shareholders in relation to the investment by Beijing All Access Noter into Beijing Zhiping by contribution of registered capital in Beijing Zhiping
“Group”	the Company and its subsidiaries
“Independent Third Parties”	parties that are independent and not connected with (within the meaning of the Listing Rules) any Directors, chief executive, substantial shareholders of the Company, its subsidiaries or any of their respective associates
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
China All Access (Holdings) Limited
Shao Kwok Keung
Chief Executive Officer

Hong Kong, 22 April 2010

As at the date of this announcement, the executive Directors are Mr. Chan Yuen Ming, Mr. Shao Kwok Keung and Mr. Gao Hou Ming; and the independent non-executive Directors are Mr. Pun Yan Chak, Mr. Wong Che Man Eddy and Mr. Lam Kin Hung Patrick.