



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

July 28, 2010

CT Corporation System  
as agent for service for  
Funtalk China Holdings Limited  
111 Eighth Avenue  
New York, New York 10011

**Re: Funtalk China Holdings Limited**  
**Post-effective amendment no. 7 on Form F-3**  
**Filed July 14, 2010**  
**File No. 333-153492**

Ladies and Gentlemen:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

1. Please provide us your analysis supporting your conclusion that you are eligible to use Form F-3 given General Instruction I.A.2 to Form F-3, particularly given that the document by which the registrant adopted a registration statement as its own for purposes of the Securities Act and Exchange Act was not effective until December 2009. Note also response 3 in Middle Kingdom's letter to us dated April 3, 2009.

Incorporation of Documents by Reference, page 3

2. Assuming you are eligible to register this transaction on Form F-3, please tell us why you have not incorporated by reference the Exchange Act registration statement you filed on December 11, 2009. See Item 6(a) of Form F-3.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in

CT Corporation System  
as agent for service for  
Funtalk China Holdings Limited  
July 28, 2010  
Page 2

possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, before we can declare the amended registration statement effective, the company should provide us with a letter, acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please contact Geoff Kruczek at (202) 551-3641 or me at (202) 551-3617 with any questions.

Sincerely,

Russell Mancuso  
Branch Chief

cc (by fax): David Zhang, Esq.—Latham & Watkins, LLP