



DIVISION OF
CORPORATION FINANCE

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

November 5, 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 on Form F-3
Response letter dated November 2, 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. Given the third paragraph of your response letter, please revise your registration statement to specifically incorporate by reference the Form 6-K dated October 29, 2010 and any other Form 6-Ks that you intend to have incorporated by reference into your Form F-3.
2. We note your response to prior comment 1:
 - If the tax consequences are subject to uncertainty, you should disclose the reasons for the doubt, the degree of uncertainty, and include risk factor or other appropriate disclosure setting forth the risks to investors. If, however, counsel cannot opine on the tax consequence, you should not indicate that one outcome is more likely to occur; instead, counsel's opinion must clearly state that counsel is not able to opine, why it is not able to opine and the possible outcomes and risk to investors. Please revise accordingly; and

- Given the date restriction in the first full paragraph on page 2 of Exhibit 8.2, please file an updated opinion on the date you expect this filing to be declared effective.

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 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