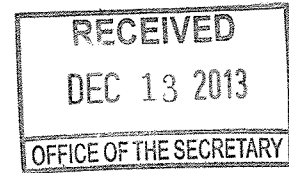


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File.No. 3-15453



In the Matter of

China Cablecom Holdings, Ltd.,

Respondent.

**DIVISION OF ENFORCEMENT'S MOTION
FOR SUMMARY DISPOSITION AND BRIEF IN SUPPORT**

Alfred Day (202) 551-4702
David S. Frye (202) 551-4728
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-6010

COUNSEL FOR
DIVISION OF ENFORCEMENT

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MOTION FOR SUMMARY DISPOSITION

The Division of Enforcement (“Division”), by counsel, pursuant to Rules 154 and 250 of the Commission’s Rules of Practice, respectfully moves for an order of summary disposition against Respondent China Cablecom Holdings, Ltd. (“CABLF”) on the grounds that there is no genuine issue concerning any material fact and that, pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”), the Division is entitled, as a matter of law, to an order revoking the registration of each class of securities of CABLF registered with the Commission pursuant to Exchange Act Section 12.

BRIEF IN SUPPORT

I. Statement of Facts

CABLF is a British Virgin Islands corporation located in Jinan, People’s Republic of China with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). (Order Instituting Proceedings (“OIP”), ¶ II.A.1; Excerpts from Form 8-A registration statement for CABLF, filed with the Commission on July 28, 2011, attached as Exhibit 1 to the Declaration of David S. Frye (“Frye Decl.”).¹ As of August 28, the company’s ordinary shares (symbol “CABLF”) were quoted on OTC Link operated by OTC Markets Group Inc., had nine market makers, and were eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3). Printout from

¹ The Division asks that pursuant to Rule of Practice 323, the Court take official notice of this and all other information and filings on EDGAR referred to in this brief and/or filed as exhibits with the accompanying Declaration of David S. Frye. To reduce the volume of its motion papers, the Division is attaching excerpted copies of certain filings that are accessible, free of charge, on EDGAR at <http://www.sec.gov/edgar/searchedgar/companysearch.html>. The Division will provide full copies of any of these documents if requested by the Court or by Respondent.

www.otcquote.com showing CABLF's trading status as of August 28, 2013. (Frye Decl. Ex. 2).

On April 11, 2013, the Commission's Division of Corporation Finance ("Corporation Finance") sent a delinquency letter by first class international registered mail to CABLF, at the address shown in its last filing of any type with the Commission as of that date, which was a Form 12b-25 filed on May 17, 2012. Cover page of CABLF Form 12b-25, filed on May 17, 2013. (Frye Decl. Ex. 3). The delinquency letter stated that CABLF appeared to be delinquent in its periodic filings and warned that it could be subject to revocation without further notice if it did not file its required reports within fifteen days of the date of the letter. The letter failed to reach its destination due to a bad address. Delinquency Letter from Corporation Finance to CABLF, dated April 11, 2013, returned envelope showing attempted delivery, and tracking confirmation showing attempted delivery from China Post. (Frye Decl., Ex. 4.)

As of September 5, 2013, the date this proceeding was instituted, CABLF remained delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 20-F for the period ended December 31, 2010. Printout from the Commission's public EDGAR database showing all filings for CABLF as of December 12, 2013. (Frye Decl., Ex. 5.).

On September 5, 2013, the Commission initiated this administrative proceeding based on CABLF's delinquent filings. On October 2, 2013, CABLF filed its Form 20-F for the period ended December 31, 2011. (Frye Decl. Ex. 5). During the prehearing conference on October 7, 2013, CABLF gave no specific date for filing its remaining missing Form 20-F but pledged to provide an estimate to the Division as soon as possible.

The Court set a prehearing conference for December 6, 2013, and ordered CABLF to provide an estimate of when it would be able to file its annual report for December 31, 2012 to the Division on or before October 17, 2013. *See Order After Prehearing Conference*, October 8, 2013. Transcript of Telephonic Prehearing Conference held on October 7, 2013 at 4-5. (Frye Decl., Ex. 6.)

On October 17, 2013, CABLF advised that it expected to have its 2012 filing made within 30 to 60 days of date of the Order After Prehearing Conference. On December 5, 2013, it filed its Form 20-F for the period ended December 31, 2012 (“2012 CABLF Form 20-F.”) Excerpts from 2012 CABLF Form 20-F (Frye Decl. Ex. 7). CABLF has now filed all of its missing periodic reports.² (Frye Decl., Ex. 5.)

On September 5, 2013, the Commission suspended trading in the securities of CABLF for ten business days. *China Cablecom Holdings Ltd.*, Exchange Act Rel. No. 70324, Commission File No. 500-1 (Sept. 5, 2013). (Frye Decl. Ex. 8).

II. Argument

A. Standards Applicable to the Division’s Summary Disposition Motion.

Rule 250(a) of the Commission’s Rules of Practice permits a party to move “for summary disposition of any or all allegations of the order instituting proceedings” before hearing with leave of the hearing officer. 17 C.F.R. § 201.250(a). Rule 250(b) provides that a hearing officer may grant a motion for summary disposition if there is no genuine issue with regard to any material fact and the party making the motion is entitled to summary disposition as a matter of law. 17 C.F.R. § 201.250(b); *see Michael Puorro*,

² Corporation Finance has completed its review of the late CABLF Forms 20-F and found no material deficiencies.

Initial Decision Rel. No. 253, 2004 SEC LEXIS 1348, at *3 (June 28, 2004) citing 17 C.F.R. § 201.250; *Garcis, U.S.A.*, Securities Exchange Act of 1934 Rel. No. 38495, 1997 SEC LEXIS 838 at *3-*4 (April 10, 1997) (granting motion for summary disposition).

As one Administrative Law Judge explained,

By analogy to Rule 56 of the Federal Rules of Civil Procedure, a factual dispute between the parties will not defeat a motion for summary disposition unless it is both genuine and material. *See Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986). Once the moving party has carried its burden, ‘its opponent must do more than simply show that there is some metaphysical doubt as to the material facts.’ *Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986). The opposing party must set forth specific facts showing a genuine issue for a hearing and may not rest upon the mere allegations or denials of its pleadings. At the summary disposition stage, the hearing officer’s function is not to weigh the evidence and determine the truth of the matter, but rather to determine whether there is a genuine issue for resolution at a hearing. *See Anderson*, 477 U.S. at 249.

Edward Becker, Initial Decision Rel. No. 252, 2004 SEC LEXIS 1135, at *5 (June 3, 2004).

This proceeding was instituted under Section 12(j) of the Exchange Act. Section 12(j) empowers the Commission to either suspend (for a period not exceeding twelve months) or permanently revoke the registration of a class of securities “if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder.” It is appropriate to grant summary disposition and revoke a registrant’s registration in a Section 12(j) proceeding when, as here, there is no dispute that the registrant has failed to comply with Section 13(a) of the Exchange Act. *See California Service Stations, Inc.*, Initial Decision Rel. No. 368, 2009 SEC LEXIS 85 (Jan. 16, 2009); *Ocean Resources, Inc.*, Initial Decision Rel. No. 365, 2008 SEC LEXIS 2851

(Dec. 18, 2008); *Wall Street Deli, Inc.*, Initial Decision Rel. No. 361, 2008 SEC LEXIS 3153 (Nov. 14, 2008); *AIC International, Inc.*, Initial Decision Rel. No. 324, 2006 SEC LEXIS 2996 (Dec. 27, 2006); *Bilogic, Inc.*, Initial Decision Rel. No. 322, 2006 SEC LEXIS 2596, at *12 (Nov. 9, 2006).

B. The Division is Entitled to Summary Disposition Against CABLF for Violations of Exchange Act Section 13(a) and Rule 13a-1 Thereunder.

Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Section 13(a) is the cornerstone of the Exchange Act, establishing a system of periodically reporting core information about issuers of securities. The Commission has stated:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are “the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.” Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

Gateway, Securities Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288 at *26

(quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977)).

As explained in the initial decision in the *St. George Metals, Inc.* administrative proceeding:

Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Rule 13a-1

requires issuers to submit annual reports, and Exchange Act Rule 13a-13 requires [domestic] issuers³ to submit quarterly reports. No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.

St. George Metals, Inc., Initial Decision Rel. No. 298, 2005 SEC LEXIS 2465, at *26 (Sept. 29, 2005); *accord Gateway Int'l Holdings, Inc.*, Securities Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288 (May 31, 2006) at *18, *22 n.28; *Stansbury Holdings Corp.*, Initial Decision Rel. No. 232, 2003 SEC LEXIS 1639, at *15 (July 14, 2003); and *WSF Corp.*, Initial Decision Rel. No. 204, 2002 SEC LEXIS 1242 at *14 (May 8, 2002).

There is no dispute that CABLF failed to timely file two consecutive annual reports. Thus, there is no genuine issue of material fact as to CABLF's violations of Exchange Act Section 13(a) and the rules thereunder, and the Division is entitled to summary disposition as a matter of law.

C. Revocation is the Appropriate Sanction for CABLF's Serial Violations of Exchange Act Section 13(a) and Rule 13a-1 Thereunder.

Exchange Act Section 12(j) provides that the Commission may revoke or suspend a registration of a class of an issuer's securities where it is "necessary or appropriate for the protection of investors." The Commission's determination of which sanction is appropriate "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions on the other hand." *Gateway*, 2006 SEC LEXIS 1288, at *19-*20. In making this determination, the Commission has said it will consider, among other things: (1) the seriousness of the issuer's violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer's efforts to remedy its

³ As a foreign private issuer, CABLF is not required to file quarterly reports.

past violations and ensure future compliance; and (5) the credibility of the issuer's assurances against future violations. *Id.*; see also *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed the Commission's *Gateway* decision). Although no one factor is controlling, *Stansbury*, 2003 SEC LEXIS 1639, at *14-*15; and *WSF Corp.*, 2002 SEC LEXIS 1242 at *5, *18, the Commission has stated that it views the "recurrent failure to file periodic reports as so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction than revocation." *Impax Laboratories, Inc.*, ("Impax"), Exchange Act Rel. No. 57864, 2008 SEC LEXIS 1197 at *27 (May 23, 2008). An analysis of the factors above confirms that revocation of the Respondent's securities is appropriate.

While CABLF has brought its filings current, those filings were made after this proceeding was instituted. A 12(j) proceeding is not an invitation for delinquent filers to catch-up; it is a remedial action to protect investors from conduct that strikes at the very core of investor protection – failure to make full and accurate disclosure.

1. CABLF's violations are serious and egregious.

As established by the record in this proceeding, the violative conduct of CABLF is serious and egregious. At the time this proceeding commenced, the company was two years in arrears in its periodic reports and had not been current in its periodic reports since April 30, 2012, the eve of its failure to timely file its Form 20-F for the period ended December 31, 2011. Frye Decl. Ex. 5. Moreover, little credit is given to registrants that ignore their filings requirements and then hurriedly bring their filings current during a Commission administrative proceeding. As Judge Foelak noted in a recent decision revoking the registration of a delinquent registrant that became current

after institution of a 12(j) proceeding, “dismissal or a lesser sanction [than revocation] would reward issuers who fail to file required periodic reports over an extended period and become current only after enforcement proceedings are brought against them, essentially providing an automatic lengthy postponement of the prescribed filing dates for such issuers to the detriment of the public interest and investors” *Law Enforcement Associates Corp., et al. [as to Sonnen Corp.]*, Initial Decision Rel. No. 487, 2013 SEC LEXIS 1436 at *12-*13 (May 15, 2013). *See also Tamir Biotechnology, Inc.*, Initial Decision Rel. No. 488, 2013 SEC LEXIS 1489 LEXIS at *3-*4 (May 22, 2013) (Elliot, ALJ) (issuer’s registration revoked where it was less than two year’s delinquent and brought itself current after institution). Given the central importance of the reporting requirements imposed by Section 13(a) and the rules thereunder, Administrative Law Judges have found delinquencies of lesser duration than CABLF’s to warrant revocation. *WSF Corp.*, 2002 SEC LEXIS 1242 at *14 (one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (one Form 10-K and one Form 10-Q). *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1 (June 16, 2006) (one Form 10-K and two Forms 10-Q). *Stansbury Holdings Corporation*, 2003 SEC LEXIS 1639, at * 1 (one Form 10-K and two Forms 10-Q).

a. Failure to file Form 12b-25.

CABLF failed to file its Notification of Late Filings on Form 12b-25, as required by Exchange Act Rule 12b-25 for the 2012 CABLF Form 20-F. The Notification was due on May 1, 2013. This failure further supports the sanction of revocation. *Calais*

Resources, Inc., Exchange Act Rel. No. 67312, 2012 SEC LEXIS 2023 at *16-*17 (June 29, 2012) (failure to file Forms 12b-25 cited as additional evidence of culpability).

2. CABLF's violations of Section 13(a) have been not just recurrent, but continuous.

CABLF's violations are not unique and singular, but continuous. Since missing the filing of its Form 20-F for the period ended December 31, 2011, CABLF filed only one of the two required Forms 12b-25 seeking extensions of time to make its periodic filings. (Frye Decl., Ex. 5.) See *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792, at *6 (Nov. 24, 2003) (delinquent issuer's actions were found to be egregious and recurrent where there was no evidence that any extension to make the filings was sought). The serial and continuous nature of CABLF's violations of Exchange Act Section 13(a) further supports the sanction of revocation here.

3. CABLF's violations suggest a high degree of culpability.

For many of the same reasons that CABLF's violations were repeated and serious, they suggest a high degree of culpability. CABLF's culpability is underscored by the very financial statements it just filed. Notwithstanding its losses, it still procured \$417,151 in cash from the issuance of promissory notes during 2011 and had a net increase in cash of \$9,487,627 in 2012. CABLF 2012 Form 20-F at F-7 (Frye Decl. Ex. 7). These disclosure make it clear that CABLF had access to the resources needed to complete its filings, but chose not to do so.

CABLF's culpability for its violations is particularly serious given the dramatic changes in its business structure during its period of delinquency. This is not a case of an empty corporate shell, rather it is an active company, with significant assets. By its own

admission, CABLF underwent a wholesale change in its asset structure during its period of delinquency, when its assets were “clawed back” from it by the Chinese government, albeit with compensation. (Frye Decl. Ex. 6 at 7). Yet at the very time that it was undergoing these highly material changes, CABLF failed to make timely filings. At the first prehearing conference, the Court suggested that a possible mitigating factor is that fact that CABLF had missed “only” two years’ worth of filings. (Frye Decl. Ex. 6 at 13.) The Division submits that, although the filing requirements are never optional, and failure to meet them is always worthy of sanction, when assessing relative culpability, all of the years in the life of a corporation are *not* created equal. The two years of filings missed by CABLF “only” encompassed some of the most important events any company could ever experience. Investors were entitled to timely information concerning the company’s condition, as a general matter, especially when, as here, the period of delinquency included a period of dramatic and fundamental corporate transformation.

4. CABLF’s efforts to remedy its past violations and ensure future compliance are too little and too late.

The remaining *Gateway* factors concerning CABLF’s remedial efforts – while arguably providing some support for CABLF’s position – still fall far short of the “strongly compelling” showing required to avoid a sanction. *Impax*, 2008 SEC LEXIS 1197 at *27. As noted above, since the filing of the OIP, CABLF has taken steps to cure its deficiency. But that is simply too little, too late.

Clearly, CABLF has proven itself to be incapable of meeting its obligation as a Section 12 registrant with any measure of responsibility. This administrative proceeding is not a 120-day extension of time for CABLF to file delinquent reports, though that is

exactly what CABLF used this proceeding to do. *Citizens Capital Corp.*, Initial Decision Rel. No. 433, 2011 SEC LEXIS 3307 at *18-*19 (Sept. 23, 2011), *revoked on Commission review*, Exchange Act Rel. No. 67313, 2013 SEC LEXIS 2024 (June 29, 2012). “[T]his proceeding is to determine whether violations have occurred, and whether it is necessary and appropriate for the protection of investors to suspend or revoke the registrations of” CABLF’s securities. *Id.* CABLF’s hurried, catch-up filings only inform a portion of that analysis.

5. CABLF’s assurances against future violations are not credible.

While CABLF has brought itself current, the company’s assurances against future violations are not credible. As discussed above, even with the resources to comply, CABLF chose to ignore its filing obligations, falling two years in arrears on its periodic reporting obligations. CABLF does not even have the bad excuse of a change in its management structure. The three principal officers of the company have been the same since March 31, 2009. (Frye Decl. Ex. 7 at 23-25). The fact that CABLF’s current management was also its management during its period of noncompliance certainly fails to inspire confidence in any assurances from management against future violations. Rather, CABLF’s longstanding control group seemed to believe that the company’s obligations to its shareholders could be safely ignored, even in the midst of a major asset restructuring. While it has brought itself current and now assures us of future compliance, its actions undermine the credibility of these assurances.

D. Revocation is the Appropriate Remedy for CABLF.

As discussed above, a full analysis of the *Gateway* factors establishes that revocation is the appropriate remedy for CABLF's long-standing violations of its periodic filings requirements. CABLF's recurrent failures to file its periodic reports have not been outweighed by "a strongly compelling showing with respect to the other factors" which "would justify a lesser sanction than revocation." *Impax*, 2008 SEC LEXIS 1197 at *27. Revocation of CABLF's securities would also reinforce the crucial deterrent function of the delinquent filings program. As the Commission has noted, the failure to sanction companies that become current after institution of an administrative proceeding "would reward those issuers who fail to file required periodic reports when due over an extended period of time, become the subject of Exchange Act Section 12(j) revocation proceedings, and then, on the eve of hearings before the law judge or, in this case, oral argument on appeal, make last-minute filings in an effort to bring themselves current with their reporting obligations, while prolonging indefinitely the period during which public investors would be without accurate, complete, and timely reports (that comply with the requirements of the Exchange Act and its rules and regulations) to make informed investment decisions. *Nature's Sunshine Products, Inc.*, Exchange Act Rel. No. 59268, 2009 SEC LEXIS 81 at *34 (Jan. 21, 2009). Making an exception in the case of CABLF would weaken the deterrent effect of the delinquent filings program.

In any case, revocation will not be overly harmful to whatever business operations, finances, or shareholders CABLF may now have. The remedy of revocation will not cause CABLF to cease being whatever kind of company it was before its securities registration was revoked. *See Eagletech Communications, Inc.*, Exchange Act

Rel. No. 54095, 2006 SEC LEXIS 1534, at *9 (July 5, 2006) (revocation would lessen, but not eliminate, shareholders' ability to transfer their securities). Moreover, a revocation order does not prevent CABLF from filing an Exchange Act Section 12 registration statement if it desires to again become a publicly-traded company.

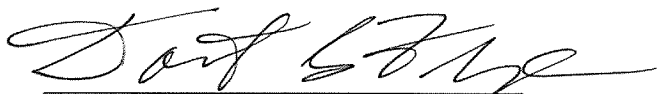
As with *Sonnen*, a dismissal or a lesser sanction than revocation for CABLF would reward CABLF for failing to file its required periodic reports over an extended period of time, "essentially providing an automatic lengthy postponement of the prescribed filing dates for such issuers to the detriment of the public interest and investors." *Sonnen* at *12-*13.

III. Conclusion

For the reasons set forth above, the Division respectfully requests that the Administrative Law Judge return an initial decision revoking the registration of each class of CABLF's securities registered under Exchange Act Section 12.

Dated: December 13, 2013

Respectfully submitted,



Alfred Day (202) 551-4702
David S. Frye (202) 551-4728
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-6010

COUNSEL FOR
DIVISION OF ENFORCEMENT

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-15453

In the Matter of

China Cablecom Holdings Ltd.,

Respondent.

**DECLARATION OF DAVID S. FRYE IN SUPPORT OF
DIVISION OF ENFORCEMENT'S MOTION FOR SUMMARY DISPOSITION**

DAVID S. FRYE, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Senior Counsel with the Division of Enforcement ("Division") of the Securities and Exchange Commission ("Commission"), and co-counsel for the Division in the above-captioned administrative proceeding. I submit this Declaration in support of the Division's Motion for Summary Disposition ("Motion").
2. Attached hereto as Exhibit 1 is a true copy of the cover page from a Form 8-A12G for China Cablecom Holdings Ltd. ("CABLF") filed with the Commission on July 28, 2011¹.
3. Attached hereto as Exhibit 2 is a true copy of a printout from www.otcquote.com showing the trading status of CABLF's ordinary shares as of August 28, 2013.

¹ In order to reduce the volume of paper submitted with these pleadings, the Division has provided excerpts of certain of CABLF's EDGAR filings. The full version of each of these documents may be downloaded without charge from the Commission's public EDGAR website at <http://www.sec.gov/edgar/searchedgar/companysearch.html>. The Division will provide full copies of any of these filings to the Court or the respondent on request.

4. Attached hereto as Exhibit 3 is a true copy of the first page of a Form 12b-25 for CABLF, filed with the Commission on May 17, 2012.

5. Attached hereto as Exhibit 4 is a true copy of a delinquency letter from the Division of Corporation Finance to CABLF, dated April 11, 2013, a copy of the completed registered mail receipt, the return receipt card, and the returned international registered first class mail envelope showing attempted delivery. Using the tracking number for this package (RA237665622US) I conducted a search in the China Post online tracking system at <http://www.trackingnumber.org/china-post-tracking>, and confirmed that delivery was attempted on May 7, 2013. A true copy of a printout of that search is included as the last three pages of Exhibit 4.

6. Attached hereto as Exhibit 5 is a true copy of a download from the Commission's internal EDGAR site showing all EDGAR filings made by LRRS through August 8, 2013. This download has been reformatted and edited by the staff for legibility and ease of reference. The first column identifies the type of form filed. The second column gives the Commission file number under which the form was filed. The third column gives the date on which the form was filed. The fourth column gives the period end or event date, if any, to which the form relates. The fifth column gives the unique Document Control Number assigned to each form.

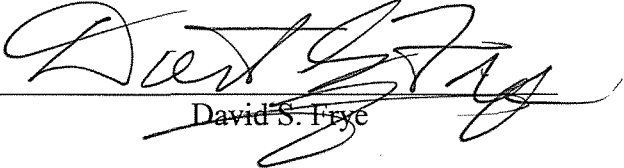
7. Attached hereto as Exhibit 6 is a true copy of the transcript of a telephonic prehearing conference in this matter held on October 7, 2013.

8. Attached hereto as Exhibit 7 is a true copy of excerpts from CABLF's Form 20-F for the period ended December 31, 2012, filed with the Commission on December 5, 2013.

9. Attached hereto as Exhibit 8 is a true copy of an Order of Suspension of Trading in *In the Matter of Cablecom Holdings Ltd.*, Exchange Act Rel. No. 70324, Commission File No. 500-1 (Sept. 5, 2013).

I declare under penalty of perjury that the foregoing is true and correct.

Executed: December 13, 2013



David S. Frye

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CHINA CABLECOM HOLDINGS LTD.
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or other jurisdiction of
incorporation or organization)

20-2942206
(I.R.S. Employer
Identification Number)

1 Grand Gateway
1 Hongqian Road
Shanghai,
People's Republic of China
(Address of Principal Executive Offices)

200030
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act: None.

Title of Each Class to be so Registered _____ Name of Each Exchange on Which Each Class is to be Registered _____

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-150337

Securities to be registered pursuant to Section 12(g) of the Act:

Ordinary Shares, \$0.0015 per share
(Title of Class)

MARKET ACTIVITY

Quote & Company Info

Current Market

Closing Summary

Market Maker Data


News & Reports

Corporate Actions

Pending Actions

NEED HELP?

- [Help with This Page](#)
- [Main Help Page](#)
- [Contact Us](#)

QUOTE & COMPANY INFO  [Print](#)

China Cablecom Holdings, Ltd. (CABL: OTC Pink No Information)

0.10 0.00 (0.00%) At: Aug 27, 2013

Volume: 0 CUSIP: G21176303 PS ID: 129136 Piggyback Qualified: Yes

[Quote](#) [Time & Sales](#) [Charts](#) [Company Info](#) [News](#) [Filings and Disclosure](#) [Short Sales](#) [Insider Transactions](#)

Trade Data Summary | [Time & Sales](#)

Last Sale	0.10 — Aug 27, 2013	Daily Ran:
Change	+0.00 (+0.00%)	52wk Ran:
Prev Close	0.10	Volume
Opening Price	N/A	Dividend (

¹Trade data delayed 15 minutes.

²Trade times are in EST (Eastern Standard Time).

Quote Data

Best Bid	Best Ask
0.10 x 5,000 shares	0.115 x 5,000 shares

Real-Time Level 2 Montage

MMID	Bid Price	Shares	Date/Time (EST)	MMID
AABA	0.10	5,000	Aug 27, 2013	AABA
NITE	0.095	10,000	Aug 16, 2013	INTL
CANT	0.07	10,000	Aug 27, 2013	CSTI
ETRF	0.05	10,000	7:50:21 AM	ETRF
CDEL	0.048	10,000	9:30:02 AM	NITE
CSTI	0.0001	10,000	7:35:18 AM	CDEL
ATDF	0.0001	10,000	10:23:16 AM	CANT
MAXM	Unpriced		Jul 1, 2013	ATDF
INTL	Unpriced		7:35:02 AM	MAXM

Real time as of Wed, Aug 28, 2013 12:02:42 PM (EST)

Market Maker Information

MMID	Name
AABA	Chardan Capital Markets LLC
ATDF	Automated Trading Desk Fincl Svcs, LLC
CANT	Cantor Fitzgerald & Co.
CDEL	Citadel Securities
CSTI	Canaccord Genuity Inc
ETRF	G1 Execution Services, LLC
INTL	Intl FCStone Securities Inc.
MAXM	Maxim Group LLC
NITE	Knight Execution & Clearing Services LLC

All quotes displayed here are published by market makers on OTC Link, OTC Markets Group Inc.'s electronic inter-dealer quotation. Please see [Terms of Service](#) and [Risk Warning](#) for more information.

MMID — Market maker quotation published in OTC Link that meets the Inside market

MMID — Market maker quotation published in OTC Link

cMMID — Closed quote

U — Unpriced quote in OTC Link

MMIDu — Unsolicited market maker quotation published in OTC Link

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

FORM 12b-25
NOTIFICATION OF LATE FILING

SEC FILE NUMBER
001 34136

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q Form N-SAR Form N-CSR

CUSIP NUMBER
G21176105

For Period Ended: December 31, 2011

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read attached instruction sheet before preparing form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I
REGISTRANT INFORMATION**

Full Name of Registrant

China Cablecom Holdings, Ltd.

Former Name if Applicable

Address of Principal Executive Office (*Street and Number*)

Suite 4612, Tower 1, Plaza 66, No. 1266 Nanjing West Road

City, State and Zip Code

Shanghai, PRC 200040



DIVISION OF
CORPORATION FINANCE

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

April 11, 2013

US REGISTERED MAIL
RETURN RECEIPT REQUESTED

Mr. Sikan Tong
Chief Financial Officer
China Cablecom Holdings, Ltd.
Suite 4612
Tower 1
Plaza 66
No. 1266 Nanjing West Road
PRC 200040

Re: China Cablecom Holdings, Ltd.
File No. 0-53222

Dear Mr. Tong:

We are writing to address the reporting responsibilities under the Securities Exchange Act of 1934 of the referenced company. For ease of discussion in this letter, we will refer to the referenced company as the "Registrant".

It appears that the Registrant is not in compliance with its reporting requirements under Section 13(a) of the Securities Exchange Act of 1934. If the Registrant is in compliance with its reporting requirements, please contact us (through the contact person specified below) within fifteen days from the date of this letter so we can discuss the reasons why our records do not indicate that compliance. If the Registrant is not in compliance with its reporting requirements, it should file all required reports within fifteen days from the date of this letter.

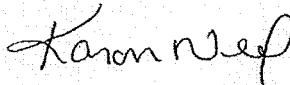
If the Registrant has not filed all required reports within fifteen days from the date of this letter, please be aware that the Registrant may be subject, without further notice, to an administrative proceeding to revoke its registration under the Securities Exchange Act of 1934. This administrative proceeding would be brought by the Commission's Division of Enforcement pursuant to Section 12(j) of the Securities Exchange Act of 1934. If the Registrant's stock is trading, it also may be subject to a trading suspension by the Commission pursuant to Section 12(k) of the Securities Exchange Act of 1934.


Page 2

Finally, please consider whether the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934. If the Registrant is eligible to terminate its registration, it would do so by filing a Form 15 with the Commission. While the filing of a Form 15 may cease the Registrant's on-going requirement to file periodic and current reports, it would **not** remove the Registrant's obligation to file all reports required under Section 13(a) of the Securities Exchange Act of 1934 that were due on or before the date the Registrant filed its Form 15. Again, if the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934, please note that the filing of a Form 15 would not remove the Registrant's requirement to file delinquent Securities Exchange Act of 1934 reports – the Registrant would still be required to file with the Commission all periodic reports due on or before the date on which the Registrant filed a Form 15.

If you should have a particular question in regard to this letter, please contact the undersigned at (202) 551-3245 or by fax at (202) 772-9207.

Sincerely,



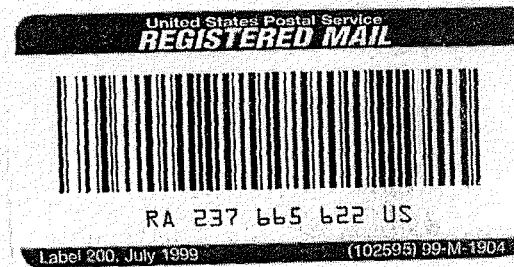
 Marva D. Simpson
Special Counsel
Office of Enforcement Liaison
Division of Corporation Finance

Completed by the office of origin. (A remplir par le bureau d'origine.)	Item Description (Nature de l'envoi)	<input type="checkbox"/> Registered Article (Envoi recommandé)	<input type="checkbox"/> Letter (Lettre)	<input type="checkbox"/> Printed Matter (Imprimé)	<input type="checkbox"/> Other (Autre)	<input type="checkbox"/> Express Mail International
	<input type="checkbox"/> Insured Parcel (Collis avec valeur déclarée)	Insured Value (Valeur déclarée)	Article Number RA 237 665 622 US			
	Office of Mailing (Bureau de dépôt)	Mr. Sikan Tong, Chief Financial Off.				Date of Posting (Date de dépôt)
	Addressee Name or Firm (Nom ou raison sociale du destinataire)	China Cablecom Holdings, Ltd.				
Completed at destination. (A compléter à destination.)	This receipt must be signed by (1) the addressee; or, (2) a person authorized to sign under the regulations of the country of destination; or, (3) if those regulations so provide, by the employee of the office of destination. This signed form will be returned to the sender by the first mail. (Cet avis doit être signé par le destinataire ou par une personne y autorisée en vertu des règlements du pays de destination, ou, si ces règlements le comportent, par l'agent du bureau de destination, et renvoyé par le premier courrier directement à l'expéditeur.)					Postmark of the office of destination (Timbre du bureau de destination)
	<input type="checkbox"/> The article mentioned above was duly delivered. (L'envoi mentionné ci-dessus a été dûment livré.)					Date
	Signature of Addressee (Signature du destinataire)			Office of Destination Employee Signature (Signature de l'agent du bureau de destination)		
	Street and No. (Rue et No.) Suite 4612, Tower 1, Plaza 66, No. 1266 Nanjing West Road					
Place and Country (Localité et pays) PRC 200040						

PS Form 2865, March 2007 (Reverse) PSN 7530-01-000-9775

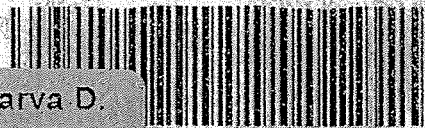
Registered No.		Date Stamp
To Be Completed By Post Office	Reg. Fee	
	Handling Charge	Return Receipt
	Postage	Restricted Delivery
	Received by	
Customer Must Declare Full Value \$		Domestic insurance up to \$25,000 is included based upon the declared value. International indemnity is limited. (See Reverse).
OFFICIAL USE		
To Be Completed By Customer (Please Print) All Entries Must Be in Ballpoint or Typed	FROM	U.S. Securities & Exchange Commission 100 F Street NE Washington, DC 20549
	TO	Marva D. Simpson - Mail Stop 3628 Mr. Sikan Tong, China Cablecom Hldgs.,
		Ltd., Suite 4612, Tower 1, Plaza 66, No. 1266 Nanjing West Road
		PRC 200040

PS Form 3806, Receipt for Registered Mail Copy 1 - Customer
May 2007 (7530-02-000-9051) (See Information on Reverse)
For domestic delivery information, visit our website at www.usps.com*

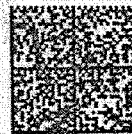


UNITED STATES
 DEPARTMENT OF TREASURY
 EXCHANGE COMMISSION
 MAIL STOP 3628
 WASHINGTON, D.C. 20549

United States Postal Service
REGISTERED MAIL



237 665 622 US



Q2 1A
 0004361415 APR 12 2013
 MAILED FROM ZIP CODE 20001

To: Simpson, Marva D.

Department: HQ/CF
 Phone: 202.551.3245
 Route: HQ
 Mail Stop: 3628
 Building:



Package Type:
 Sender Name:



RA237665622US
 5/20/2013 2:37:50 PM

Sikan Tong
 Chief Financial Officer
 China Cablecom Holdings, Ltd.
 Suite 4612
 Tower 1
 Plaza 66, No. 1266 Nanjing West Road
 PRC, 200040

Completed by the office of origin
 (A remplir par le bureau d'origine)

Item Description (Nature de l'envoi)	Registered (Recommandé)	Letter (Lettre)	Printed (Imprimé)	Other (Autre)	Express (Matière internationale)
<input type="checkbox"/> Insured Parcel (Colis avec valeur déclarée)	<input type="checkbox"/> Insured Value (Valeur déclarée)	Article Number RA 237 665 622 US			
Office of Mailing (Bureau de dépôt) Mr. Sikan Tong, Chief Financial Off.			Date of Posting (Date de dépôt)		
Addressee Name or Firm (Nom ou raison sociale du destinataire) China Cablecom Holdings, Ltd.					
Street and No. (Rue et No.) Suite 4612, Tower 1, Plaza 66, No. 1266 Nanjing West Road					
Place and Country (Localité et pays) PRC, 200040					
<input type="checkbox"/> The article mentioned above was duly delivered. (L'envoi mentionné ci-dessus a été dûment livré.)				Date	
Signature of Addressee (Signature du destinataire)			Office of Destination Employee Signature (Signature de l'agent du bureau de destination)		

PS Form 2865, March 2007 (Reverse) PSN 7530-01-000-9775



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China Post Tracking

USAA ADT Discount

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RA237665622US

Package Summary

Status: NULL
Contact: [+86] 10-11185

No. 1 Courier America

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Tracking Records

Location on Maps

PVG PVG

Thu 5/9/2013 7:21 am
NULL

上海国际 20110600

Wed 5/8/2013 10:23 am
Opening

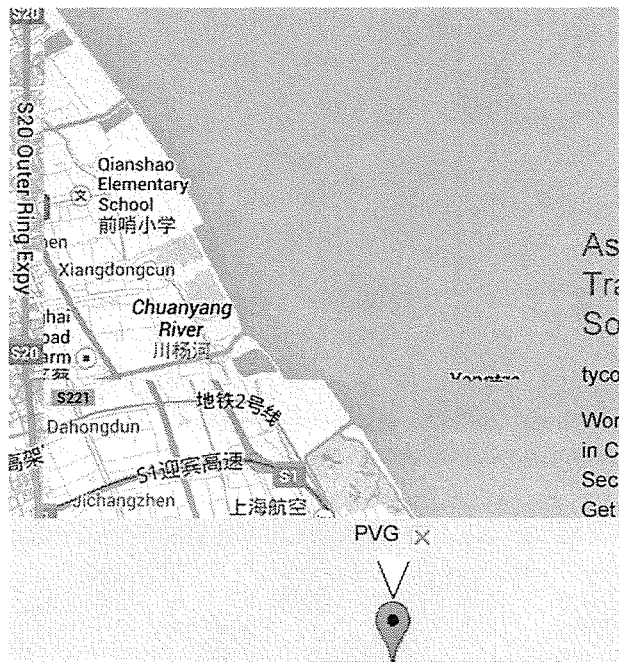
上海国际 20110600

Wed 5/8/2013 9:58 am
Departure from outward office of
exchange

静安投 20004004

Tue 5/7/2013 8:44 am
Unsuccessful delivery

市西静安 20004005



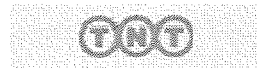


美国 US

Fri 4/19/2013 9:04 pm

Arrival at outward office of exchange

Supported Couriers





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China Cablecom Holdings Ltd.
List of EDGAR Filings through December 12, 2013

Form Type	File No	Filing Date	Period	DCN
20-F	001-34136	2013-12-05 12:51:49.0	2012-12-31 00:00:00.0	131259360
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20-F/A	001-34136	2011-10-31 09:41:28.0	2010-12-31 00:00:00.0	111166823
20-F	001-34136	2011-07-28 16:18:16.0	2010-12-31 00:00:00.0	11993952
8-A12G	000-53222	2011-07-28 06:05:24.0		11991602
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SC 13G/A	005-83975	2011-02-10 16:42:48.0		11593158
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6-K	001-34136	2010-11-22 12:01:50.0	2010-11-22 00:00:00.0	101207808
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China Cablecom Holdings Ltd.
List of EDGAR Filings through December 12, 2013

Form Type	File No	Filing Date	Period	DCN
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CERTNAS	001-34136	2008-07-28 06:00:00.0		08053862
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EFFECT	333-150337	2008-05-02 22:00:00.0		08800689
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SC 13D	005-83975	2008-04-21 17:25:26.0		08767666
SC 13G	005-83975	2008-04-21 17:15:56.0		08767585
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S-4/A	333-147038	2007-12-24 06:00:00.0		071324726
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S-4	333-147038	2007-10-31 06:00:00.0		071201031

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

COPY

In the Matter of:)
) File No. 3-15453
CHINA CABLECOM HOLDINGS, LTD.)
N/K/A CHINA CABLECOM LTD.)

ADMINISTRATIVE PROCEEDING - PRE-HEARING CONFERENCE

PAGES: 1 through 15

PLACE: U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C.

DATE: Monday, October 7, 2013

The above-entitled matter came on for hearing,
pursuant to notice, at 10:01 a.m.

BEFORE (Via Telephone):

BRENDA P. MURRAY, CHIEF ADMINISTRATIVE LAW JUDGE

Diversified Reporting Services, Inc.

(202) 467-9200

1 APPEARANCES:

2

3 On behalf of the Commission (Via Telephone):

4 DAVID S. FRYE, ESQ.

5 Division of Enforcement

6 U.S. Securities and Exchange Commission

7 100 F Street, N.E.

8 Washington, D.C. 20549

9 (202) 551-4731

10

11 On behalf of the Respondent (Via Telephone):

12 EUGENE R. LICKER, ESQ.

13 Loeb & Loeb LLP

14 345 Park Avenue

15 New York, New York 10154-0037

16 (212) 407-4000

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1 P R O C E E D I N G S

2 JUDGE MURRAY: Okay. Let's go on the record. My
3 name is Brenda Murray. I'm a Federal administrative law
4 judge with the United States Securities and Exchange
5 Commission, and this is the first pre-hearing conference in
6 the matter of China Cablecom Holdings, Ltd., now known as
7 China Cablecom, Ltd.

8 The Order Instituting Proceedings was issued on the
9 5th of September. I found in a previous order that service
10 was accomplished on the 10th of September. And when I
11 checked the other day, there was one filed answer, and that
12 one filed answer was on behalf of China Cablecom. And it was
13 filed by Eugene R. Licker of Loeb & Loeb, LLP in New York.

14 Is anybody representing China Cablecom on the phone
15 call? Okay. Mr. Frye, as I understand it you're
16 representing the Division of Enforcement.

17 MR. FRYE: Yes, Your Honor, and they filed an
18 answer.

19 JUDGE MURRAY: Right.

20 MR. FRYE: They're supposed to be here. Let me
21 just double check, but I sent them the dial-in information.
22 I'm pretty sure I did. Let me call them, Your Honor, on
23 another line, because I don't want to -- I'm not trying to
24 pull a fast one here.

25 Can you give me that? I'm asking the court

1 reporter for that.

2 JUDGE MURRAY: I have a phone number here.

3 MR. FRYE: No. I've got it right here, Your Honor.

4 JUDGE MURRAY: Okay.

5 (Telephone beep.)

6 MR. LICKER: Hi. I'm very, very sorry to be late.

7 MR. FRYE: Oh, hi, Gene. I was just about to call
8 you.

9 MR. LICKER: Yeah. I was having trouble dialing in.
10 I'm sorry. I apologize.

11 JUDGE MURRAY: We're on the record with the court
12 reporter transcribing the proceedings. My name is Brenda
13 Murray. I'm the administrative law judge assigned to this
14 proceeding and Mr. Frye represents the Division of
15 Enforcement. Could you state your name for the record?

16 MR. LICKER: Yes, Your Honor. Once again, I
17 apologize for being late. My name is Eugene Licker,
18 L-i-c-k-e-r, of Loeb & Loeb for the issuer.

19 JUDGE MURRAY: Okay. Mr. Licker, we stated on the
20 record that you filed an answer. Let me just say I had a
21 little bit of a problem with your answer. You deny the
22 allegations in the OIP, but when you go through it you admit
23 everything. You admit that you haven't made any periodic
24 filing since the filing on December 31st, 2010, which is
25 basically what the OIP says happened.

1 You have registered securities. You admit that,
2 and that you haven't made the required periodic filings. So
3 how can you deny the allegations in the OIP?

4 MR. LICKER: Two things: Thing number one, at this
5 point, I think, as you probably know, there has been a filing
6 by the company as I understand it, at least for the year
7 ended December 31, 2011. The other -- and I don't mean to
8 sound overly technical. I'm calling up the OIP right now.
9 But the other exception I would take to the order is there's
10 an adjective that comes before filings. I think it was
11 prolonged or repeated -- you know -- some adjective
12 indicating an untoward amount of time has passed since the
13 last filing, and that's what I would rest my denial on.

14 JUDGE MURRAY: Let me just say all these 12(j) OIPs
15 are basically the same. I mean they substitute the name of
16 the company, but they all have a standard form that they all
17 follow, and this one I didn't think was any different. It
18 says that "China Cablecom is delinquent in its periodic
19 filings with the Commission, having not filed any periodic
20 report since it filed a form 20(f) for the period ended
21 December 31st 2010." That's -- that's -- I don't see any
22 adjective in there, but that's basically what it says in
23 every single OIP. So you found that offensive?

24 MR. LICKER: No. No. I didn't say it was
25 offensive. I just said it was inapplicable trying to find

1 the adjectives that I was thinking of. But, in any event, at
2 this point they have made another filing.

3 JUDGE MURRAY: Wait a second. Let me just say
4 under (a) in paragraph 2 it says, "As discussed in more
5 detail above, the respondent is delinquent in its periodic
6 filings with the Commission, has repeatedly failed" --

7 MR. LICKER: There you go.

8 JUDGE MURRAY: -- "to meet its obligations." So
9 it's the "repeatedly" you take issue with. Right?

10 MR. LICKER: That's correct, Your Honor.

11 JUDGE MURRAY: Okay. Well, all right. But, now,
12 you've got me on this one. Mr. Frye, have you checked? Have
13 they made a filing recently?

14 MR. FRYE: Yes, Your Honor. They did file for
15 2011. So, you know. Now, you know, Division would argue
16 that that's a day late and a dollar short, but they're still
17 missing a year. We're in the process of reviewing the 2011
18 filing. We haven't completed that review yet. So I won't
19 comment any further on that. But, you know, it took -- I
20 think you know what I'm going to say. It took an
21 administrative proceeding to get these people's attention.

22 JUDGE MURRAY: And I heard it before, Mr. Frye.
23 Mr. Licker, just so you understand, these cases come to this
24 office frequently, and even Mr. Frye or Mr. Welch from the
25 Division of Enforcement that represents the Division in these

1 matters. So we have participated in these phone calls many
2 times, and Mr. Frye is quite adamant that no respondent
3 should have any additional time. And I think I can summarize
4 his argument by saying they've had enough time and it's been
5 a long time and it's time to end it. So what are you asking
6 me for?

7 MR. LICKER: Well, Your Honor, first of all, I do
8 understand Mr. Frye's position and respect it. I've only
9 participated in a handful of these, but I have participated
10 in a handful of these. This is a little bit of a different
11 situation, and while I understand Mr. Frye's conclusion that
12 there's a causal link between the commencement of the
13 administrative proceeding and the sudden filing of a catch-up
14 filing, with all due respect, that's actually not what
15 happened here.

16 What we have here is a company that is now
17 essentially dormant, having had its assets sort of clawed
18 back by the government of the People's Republic of China.
19 That's the bad news. The good news is that when the PRC does
20 that, they do make compensation. And, therefore, the
21 company's been able to actually make some distribution to its
22 creditors and hopes to be able to make continued distribution
23 to the creditors and be a viable, public company once again.

24 As happens with a lot of China-based U.S. public
25 companies, management resides in the PRC, and management

1 sometimes doesn't fully appreciate the intricacies of the
2 law. That's not an excuse, and I'm not offering it as an
3 excuse. I'm simply making that statement, and I make the
4 statement as a segue to the next statement, which is certain
5 investors have taken upon themselves to make sure that
6 management understands and complies. And that's what caused
7 the chain of events that ended up with the filing, which was
8 underway even before the administrative proceeding was
9 commenced.

10 And so we are very hopeful to be able to make the
11 2012 filing, as you can imagine. The heavy lifting comes
12 with the catch-up, and bringing up-to-date is much less
13 involved. And for the benefit of all the public investors,
14 this company is better off remaining registered than
15 deregistered. And we simply asked for that, which you've
16 already indicated Mr. Frye has little tolerance, but it is
17 what we ask for: more time.

18 JUDGE MURRAY: Well, what are you talking about in
19 terms of time? When they send this particular kind of case
20 down to this office, we have 120 days to dispose of the case
21 or want an initial decision by 120 days from the date of
22 service of the order. So what are you talking about now?
23 You've only got to file annuals. You don't have to file
24 quarterlies. So you filed one in 2010. We're okay there.
25 You say you made a filing for 2011, which Frye confirms, but

1 we don't know whether that filing is acceptable to the
2 Commission or the Division of Corporation Finance. So you've
3 got to do 2012. That's the only one you're missing. Right?

4 MR. LICKER: That's correct.

5 JUDGE MURRAY: Right. When do you think you'll
6 have that done?

7 MR. LICKER: I apologize for not knowing, but I
8 don't know. I can certainly find out what the estimated
9 timetable is and give a report back.

10 JUDGE MURRAY: Well, as I indicated, and this flies
11 in the face, and Mr. Frye is totally upset with me, as he has
12 been in the past -- and probably likely will be in the
13 future. But I have 120 days; I've got to get rid of this
14 case, okay? I've got to dispose of it in 120 days. I will
15 give you like 60 days. I'll schedule another pre-hearing
16 conference in 60 days.

17 Now, at that pre-hearing conference, you've got to
18 tell me -- and I respect you as an attorney -- whether you're
19 going to be able to make this thing, the 2012 filing. And by
20 then we'll know whether the 2011 filing has been deemed
21 acceptable by the Division of Corporation Finance. But then
22 I will expect you to tell me whether in -- your best
23 information is that they can make the 2012 filing. If not,
24 then I revoke the registration right off the bat.

25 Mr. Frye, if you want to state on the record why

1 you disagree with that violently, you can, but I know you do.

2 MR. FRYE: Your Honor, you know I have the deepest
3 respect for you and I know that your role is different from
4 mine. I get that. Let me just add one suggestion. We'll
5 leave the 60-day -- I don't agree. I object to it, but I'm
6 not going to throw a tantrum or anything. But let me just
7 also suggest that Mr. Licker report back to me and to you by,
8 let's say, 10 days from now, after he's had a chance to
9 consult with his client and his auditor and the client's
10 auditors to give a good faith estimate of when they think
11 that filing is going to be made.

12 You know. Let's get a timetable from them. Let's
13 not just say 60 days. Let's get their estimate. And if that
14 good faith estimate, and if they don't -- you know. Let them
15 set the timetable, and if they don't meet it, then let's
16 revoke them.

17 JUDGE MURRAY: Okay. Mr. Licker, do you have a
18 problem with that?

19 MR. LICKER: I don't have a problem with that, Your
20 Honor, although I do know that a good faith estimate, given
21 10 days from now, will be less reliable than the same
22 estimate given closer to the event. Now, all I'm trying to
23 say is -- you know -- I can certainly give a report in 10
24 days. It's the proverbial 'Don't hold me to it.'

25 MR. FRYE: Well --

1 MR. LICKER: You know. I understand we're
2 delinquent. I understand we owe the Commission and the
3 vesting public the information that we're duty-bound to give
4 them. Personally, if I'd say in 10 days we expect to be
5 filing 30 days thereafter, and we don't meet that 30 days or
6 40 days or 50 days -- or whatever it is -- I don't want
7 anyone to think that I've made a misrepresentation. We will
8 do the best we can to get a timetable. But, there are --

9 JUDGE MURRAY: Let me put it this way, Mr. Licker.
10 I understand the position you're in and I'm sure Mr. Frye
11 does too. Why don't we leave it this way? After the
12 pre-hearing, you consult with your client and the auditors.
13 You get back to Mr. Frye and give him the best information
14 that you have. If Mr. Frye thinks that you have indicated to
15 him there's no way you're going to do it, he can file
16 something with me to change the date of the pre-hearing
17 conference.

18 I will put out an order following this
19 pre-hearing -- which I'm required to do under the Commission's
20 rules of practice, setting a pre-hearing conference in 60
21 days. If, Mr. Frye, after discussion with you, feels that
22 that is not going to happen -- okay -- then he will file a
23 motion to move up the date of the pre-hearing conference, and
24 I will rule on that motion. Is that -- Mr. Frye? Well, both
25 of you, is that okay with you?

1 MR. FRYE: Well, understand, Your Honor, that I'm
2 not really agreeing to this. I'm sort of acquiescing to it
3 under protest.

4 JUDGE MURRAY: Right.

5 MR. FRYE: I don't want this to be -- you know.
6 This isn't the new default position for the Division of
7 Enforcement, because as far as I'm concerned, we didn't set
8 the deadline. Congress and the Commission did when they
9 promulgated the regulations, and it's not negotiable and it's
10 not negotiable now. If they wanted, I note, looking at their
11 EDGAR thing, this recent late 2011 filing is the first thing
12 they filed since an NT20F that they filed on May 17th of
13 2012.

14 There's all this major stuff going on in the
15 company. You'd think they could have at least filed a 6K to
16 let people know what was going on, but they didn't even do
17 that, you know? So I have no sympathy for this company, you
18 know. If there's all these major events going on and they're
19 not even telling their shareholders, I have even less
20 sympathy for them. So, you know, yeah. If you're ordering
21 that, I'm not going to appeal it, you know.

22 So I'll look to get a call from Mr. Licker, and
23 understand that I have the greatest respect for Mr. Licker.
24 We used to work at the same firm. He is an excellent
25 attorney, and I have total confidence that he'll give me the

1 best good faith estimate that he can come up with.

2 JUDGE MURRAY: Mr. Licker, I want you to know that
3 I agree with almost everything Mr. Frye said. I mean, he is
4 right on all of it. The thing that gets me a little bit is
5 you're only missing one year. You were only missing two;
6 but, now, if they accept this recent filing, you'll only be
7 missing one year of financials. Now, I know -- and I also
8 noted you lost \$27 million in 2010. I mean I don't know what
9 it's all about, but you are, as far as your requirement to
10 file periodic reports with the Commission, only missing one,
11 if they accept this 2011.

12 On that basis, I'm willing to grant some extension
13 for you to do that, okay. All right. This is what I'm going
14 to do. You and Mr. Frye discuss it. I set the pre-hearing in
15 60 days. And if something comes up and you feel that that's
16 inappropriate, you file the motion with me and I'll take care
17 of it. All right, is there anything else before we recess
18 this pre-hearing conference?

19 MR. FRYE: No, Your Honor.

20 MR. LICKER: No. Not for me, Your Honor, and I
21 appreciate Mr. Frye's comments.

22 JUDGE MURRAY: Thank you, gentlemen. The
23 pre-hearing conference is adjourned.

24 (Whereupon, at 10:21 a.m. the telephone pre-hearing
25 conference was adjourned.)

PROOFREADER'S CERTIFICATE

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In the Matter of: CHINA CABLECOM HOLDINGS, LTD.
ADMINISTRATIVE PROCEEDING PRE-HEARING CONFERENCE
File Number: 3-15453
Date: Monday, October 7, 2013
Location: Washington, D.C.

This is to certify that I, Don R. Jennings (the undersigned), do hereby swear and affirm that the attached proceedings before the U.S. Securities and Exchange Commission were held according to the record and that this is the original, complete, true and accurate transcript that has been compared to the reporting or recording accomplished at the hearing.

Don R. Jennings / DJW

10-22-2013

(Proofreader's Name)

(Date)

REPORTER'S CERTIFICATE

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I, Jon Hundley, reporter, hereby certify that the foregoing transcript of 13 pages is a complete, true and accurate transcript of the testimony indicated, held on Monday, October 7, 2013, in the matter of:
CHINA CABLECOM HOLDINGS, LTD.

I further certify that this proceeding was recorded by me, and that the foregoing transcript has been prepared under my direction.

Date: 10-22-2013
Official Reporter: Jon Hundley / JWH
Diversified Reporting Services, Inc.

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

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the transition period from _____ to _____

Commission file number **001-34136**

China Cablecom Holdings, Ltd.

(Exact name of the Registrant as specified in its charter)

British Virgin Islands

(Jurisdiction of incorporation or organization)
Room 458, North Building, Wenjiao Plaza
No. 1 Qingnian Dong Road
Jinan, People's Republic of China 250001

(Address of principal executive offices)

Kerry Propper, (646) 465-9000
17 State Street, Suite 2575, New York, NY 10004

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)
Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each ClassName of each exchange on which registered

None

Securities registered or to be registered pursuant to Section 12(g) of the Act: **ORDINARY SHARES, \$0.015 PAR VALUE**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

On December 31, 2012, the registrant had 14,575,235 ordinary shares outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

 Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

 Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

 Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

 Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

 Large Accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

 US GAAP International Financial Reporting
Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

 Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of the securities under a plan confirmed by a court.

Yes No

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and senior management

Our board of directors and executive officers are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Clive Ng	51	Director and Executive Director
Pu Yue	41	Chief Executive Officer
Sikan Tong	41	Chief Financial Officer
Kerry Propper	38	Director
Mark Nordlicht	46	Independent Director

Clive Ng has served as Executive Chairman of the board of China Cablecom since its inception on October 6, 2006 and as a director and Executive Chairman of China Cablecom Holdings since October 2007. From 2000 to 2003, he was the Chief Executive Officer of Pacific Media PMC, a home shopping company. Mr. Ng co-founded TVB Superchannel Europe in 1992, which has grown to become Europe's leading Chinese language broadcaster. He also owned a 50% stake in HongKong SuperNet, the first Hong Kong based ISP which was then sold to Pacific Internet (NASDAQ:PCNTF). He was Chairman and founder of Asia content (NASDAQ:IASIA), one of the first Asian internet companies to list in the United States, that has been a joint venture partner with NBCi, MTVi, C-NET, CBS Sportsline and DoubleClick in Asia. Mr. Ng was also one of the initial investors and founder of E*TRADE Asia, a partnership with E*TRADE Financial Corp (NYSE: ET). He is also a founding shareholder of MTV Japan, with H&Q Asia Pacific and MTV Networks (a division of Viacom Inc).

Pu Yue has served as general manager and Chief Executive Officer of China Cablecom since its inception in 2006 and Chief Executive Officer of China Cablecom Holdings since October 2007. Mr. Pu was an intelligence officer with China's National Security Service from 1993 to 1995. He then worked as a logistics specialist with the joint venture between Crown Cork & Seal and John Swire & Sons in Beijing. In 1997, he joined Economic Daily, where he spent a two-year journalism career with China Entrepreneur Magazine. From 1999 to 2000, he oversaw the inception of Macau 5-Star Satellite TV, a mainland China satellite TV channel venture in which his family took significant investment. From 2004 to 2006, Mr. Pu was in charge of business development for a TV advertising consolidation venture under HC International. Mr. Pu holds MBA from Jesse H. Jones Graduate School of Management of Rice University, and Bachelor of Law from University of International Relations in Beijing, China.

Sikan Tong has served as Chief Financial Officer of China Cablecom since March 31, 2009. From March 2008 to February 2009, Mr. Tong was the Senior Vice President of the Company where he was responsible for the Company's internal control over financial reporting. From September 2006 to February 2008, Mr. Tong was the Chief Financial Officer of Merrylin International Holding, which manages Merrylin restaurants and Motel 168 hotel chains in China, where he spearheaded Merrylin's IPO and closely managed fundraising activities through private placements. Mr. Tong served as Head of Accountancy Training at The Financial Training Company, a leading provider of professional qualifications and business training in the United Kingdom and Asia, which later became part of Kaplan Inc. from November 2005 to August 2006. From May 2003 to October 2005, Mr. Tong served as the learning and education manager of the Shanghai office of PriceWaterhouseCoopers where he began his career in the audit practice and was responsible for lecturing and organization of the training courses. Mr. Tong received his Bachelor degree from Shanghai University in 1995 in Mechanic and Robotic.

Kerry Propper has been a director of China Cablecom Holdings since October 2007. Mr. Propper also sits on the board of directors of China Networks International Holdings Ltd. Mr. Propper has been the owner and chief executive officer of Chardan Capital Markets LLC, a New York – based broker/dealer, since July 2003. Mr. Propper was a founder, and from February 1999 to July 2003 the owner and managing director of Windsor Capital Advisors, a full service brokerage firm also based in New York. Mr. Propper worked at Aegis Capital Corp., a broker dealer and member firm of NASD. Mr. Propper received his B.A. (with honors) in Economics and International Studies from Colby College and studied at the London School of Economics.

Mark Nordlicht brings over 20 years of experience in the investment industry and is responsible for oversight of all trading, asset allocation and risk management of Platinum Partners Value Arbitrage Fund, L.P. From 1997 to 2001, Mr. Nordlicht was a Founder and Managing Partner of West End Capital, a New York based money management firm. From 1991 to 2000, Mr. Nordlicht founded and acted as general partner for Northern Lights Trading, a proprietary options firm based in New York which employed traders in the cotton, coffee, natural gas, crude oil, gold, and silver option trading pits. Mr. Nordlicht graduated from Yeshiva University with a B.A. in Philosophy.

There is no family relationship between any of our executive officers or directors.

B. Compensation

Compensation of Directors and Executive Officers

All directors receive reimbursements from us for expenses which are necessary and reasonably incurred by them for providing services to us or in the performance of their duties.

Our directors who are also our employees receive compensation in the form of salaries, housing allowances, other allowances and benefits in kind in their capacity as our employees. Our directors do not receive any compensation in their capacity as directors in addition to their salaries and other remunerations as members of our management team. We pay their expenses related to attending board meetings and participating in board functions.

The aggregate cash compensation and benefits that we paid to our directors and executive officers, a group of eight persons for the year ended December 31, 2012 was approximately RMB 5,000,000. No executive officer is entitled to any severance benefits upon termination of his or her employment with our company.

CHINA CABLECOM HOLDINGS, LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31, 2012	For the year ended December 31, 2011	For the year ended December 31, 2010
Cash Flows From Operating Activities:			
Net loss	\$ (5,988,844)	\$ (20,736,932)	\$ (14,407,687)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	18,452	120,556	68,128
Share of loss on operating joint ventures	-	2,448,005	8,247,873
Stock compensation expenses	1,428,847	1,662,876	1,679,368
Gain on disposal of investment	(7,889,513)	-	-
Amortization of deferred financing costs	1,300,671	343,272	343,272
Interest expenses - Interest for Senior secured notes, Secured and Unsecured notes	10,790,579	6,102,720	3,714,142
Interest expenses - Interest for promissory notes	51,084	18,557	-
Forfeiture of investment fund	-	754,979	-
Provision for impairment on investment	-	9,806,150	-
Change in assets and liabilities,			
Prepaid expenses and advances	(3,218,689)	1,334,949	2,141,867
Amount due to Hubei Chutian	-	(4,116,169)	(3,683,111)
Other current liabilities	(89,210)	1,472,466	1,926,001
Net cash (used in) / provided by operating activities	<u>(3,596,623)</u>	<u>(788,571)</u>	<u>29,853</u>
Cash Flows From Investing Activities:			
Purchase of property, plant and equipment	(477)	(155)	(43,645)
Proceeds from disposal of investment	59,133,278	-	-
Capital investment in operating joint ventures	-	-	(6,657,839)
Net cash provided by / (used in) investing activities	<u>59,132,801</u>	<u>(155)</u>	<u>(6,701,484)</u>
Cash Flows From Financing Activities:			
Cash received from offshore loan	-	-	286,892
Repayment of senior secured notes	(25,683,910)	-	-
Repayment of secured notes	(16,159,035)	-	-
Repayment of unsecured notes	(4,218,128)	-	-
Proceeds from issuance of promissory notes	-	417,151	-
Net cash (used in) / provided by financing activities	<u>(46,061,073)</u>	<u>417,151</u>	<u>286,892</u>
Effect of exchange rate changes on cash	12,522	35,212	321,270
Net increase / (decrease) in cash	9,487,627	(336,363)	(6,063,469)
Cash and cash equivalents at beginning of period	592,709	929,072	6,992,541
Cash and cash equivalents at end of period	<u>\$ 10,080,336</u>	<u>\$ 592,709</u>	<u>\$ 929,072</u>

See accompanying notes to consolidated financial statements

CHINA CABLECOM HOLDINGS, LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31, 2012	For the year ended December 31, 2011	For the year ended December 31, 2010
Supplemental cash flow information:			
Interest paid	\$ 6,543,910	\$ -	\$ -
Income taxes paid	\$ 11	\$ 10	\$ 24
Accretion discount on senior secured notes	\$ 11,673,530	\$ -	\$ -
Value assigned to shares issued as payment for expenses	\$ 114,163	\$ -	\$ -
Value assigned to shares issued as payment for legal fee	\$ -	\$ -	\$ 326,251
Value assigned to shares issued as payment for interest expense	\$ -	\$ -	\$ 1,092,052
Reduction of Notes as the result of conversion of Preferred Shares to Ordinary Shares	\$ -	\$ -	\$ 1,820,195

See accompanying notes to consolidated financial statements

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

September 5, 2013

In the Matter of

China Cablecom Holdings Ltd.,

File No. 500-1

**ORDER OF SUSPENSION OF
TRADING**

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of China Cablecom Holdings Ltd. (n/k/a China Cablecom Ltd.) because it has not filed any periodic reports since the period ended December 31, 2010.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company. Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of the above-listed company is suspended for the period from 9:30 a.m. EDT on September 5, 2013, through 11:59 p.m. EDT on September 18, 2013.

By the Commission.

Elizabeth M. Murphy
Secretary


By: Jill M. Peterson
Assistant Secretary