

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the prospectus dated 30 November 2016 (the “**Prospectus**”) issued by Nanfang Communication Holdings Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

The announcement is not for release, publication, and distribution directly or indirectly, in or into the United States (including its territories and possessions, and state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. Securities may not be offered or sold in the United States except pursuant to registration or an exemption from registration requirements under the United States Securities Act of 1933, as amended from time to time (“**U.S. Securities Act**”). The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or any state securities laws of the United States. The Offer Shares may only be offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

In connection with the Global Offering, Guotai Junan Securities (Hong Kong) Limited, as stabilising manager (the “**Stabilising Manager**”) and/or its affiliates or any person acting for it, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate the Shares or effect any other transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilising Manager and/or its affiliates or any person acting for it to conduct any such stabilising action, which if commenced, will be done at the sole and absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising action is required to be brought to an end within 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilisation period which will begin on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.



# Nanfang Communication Holdings Limited

南方通信控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	280,000,000 Shares (subject to adjustment and the Over-allotment Option)
Number of International Placing Shares	:	252,000,000 Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	28,000,000 Shares (subject to adjustment)
Offer Price	:	Not more than HK\$1.10 per Offer Share and expected to be not less than HK\$0.92 per Offer Share, plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.001 per Share
Stock code	:	1617

### Sole Sponsor



**Guotai Junan Capital Limited**

**Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager**



**Guotai Junan Securities (Hong Kong) Limited**

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Capitalisation Issue; (ii) the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the exercise of any options which may be granted under the Share Option Scheme). Assuming the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 12 December 2016, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 12 December 2016. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on its Company's website at [www.jsnfgroup.com](http://www.jsnfgroup.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of initially 28,000,000 Shares (subject to adjustment), representing 10% of the total number of Offer Shares, and the International Placing of initially 252,000,000 Shares (subject to adjustment and the Over-allotment Option), representing 90% of the total number of Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed "Structure of the Global Offering" of the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters. Pursuant to the Over-allotment Option, the Company may be required by the Sole Global Coordinator to allot and issue up to an aggregate of 42,000,000 additional Shares (representing 15% of the total number of the Offer Shares initially available under the Global Offering) at the Offer Price to cover over-allocations in the International Placing.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and the Company's compliance 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 date of commencement of dealings in the Shares on the Stock Exchange or any other date as may be 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.

The Offer Price will be no more than HK\$1.10 per Offer Share and will not be less than HK\$0.92 per Offer Share. Applicants for Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.10 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.10 per Offer Share.

**Applications for Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.**

Applicants who would like to be allocated the Hong Kong Public Offer Shares in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 30 November 2016 until 12:00 noon on Monday, 5 December 2016 from:

- the following office of the Hong Kong Underwriter(s):

**Guotai Junan Securities (Hong Kong) Limited**

27/F, Low Block, Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

**AMC Wanhai Securities Limited**

1605, West Tower  
Shun Tak Center  
168-200 Connaught Road  
Central, Hong Kong

**Ever-Long Securities Company Limited**

18 Floor, Dah Sing Life Building  
99-105 Des Voeux Road Central  
Hong Kong

**Luk Fook Securities (HK) Limited**

Units 502-6, 5/F, Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

- any of the following branches of Wing Lung Bank Limited, the receiving bank for the Hong Kong Public Offering:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
<b>Kowloon</b>	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
	Sham Shui Po Branch	111 Tai Po Road
<b>New Territories</b>	Tsuen Wan Branch	251 Sha Tsui Road
	Sheung Shui Branch	128 San Fung Avenue

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 30 November 2016 until 12:00 noon on Monday, 5 December 2016 from:

- (1) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (2) your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "Wing Lung Bank (Nominees) Limited – Nanfang Communication Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above, at the following times:

Wednesday, 30 November 2016	–	9:00 a.m. to 5:00 p.m.
Thursday, 1 December 2016	–	9:00 a.m. to 5:00 p.m.
Friday, 2 December 2016	–	9:00 a.m. to 5:00 p.m.
Saturday, 3 December 2016	–	9:00 a.m. to 1:00 p.m.
Monday, 5 December 2016	–	9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications to the **HK eIPO White Form** Service Provider through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (**24 hours daily, except on the last application day**) from 9:00 a.m. on Wednesday, 30 November 2016 until 11:30 a.m. on Monday, 5 December 2016 or such later time as described in the section headed "How to apply for Hong Kong Public Offer Shares – Effect of bad weather on the opening of the application lists" of the Prospectus.

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates:

- Wednesday, 30 November 2016: 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Thursday, 1 December 2016: 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Friday, 2 December 2016: 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Monday, 5 December 2016: 8:00 a.m.<sup>(1)</sup> to 12:00 noon

*Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Wednesday, 30 November 2016 until 12:00 noon on Monday, 5 December 2016 (24 hours daily, except on Saturday, 3 December 2016 until Sunday, 7:00 a.m., 4 December 2016 and on the last application day).

The latest time for inputting electronic application instructions will be 12:00 noon on Monday, 5 December 2016, the last application day or such later time as described in the section headed "How to apply for Hong Kong Public Offer Shares – Effect of bad weather on the opening of the application lists" of the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to apply for Hong Kong Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offer Shares on Friday, 9 December 2016 in The Standard (in English) and Hong Kong Economic Times (in Chinese), and on the Company’s website at www.jsnfgroup.com and the website of the Stock Exchange at www.hkexnews.hk. The results of allocations in the Hong Kong Public Offering (with successful applicants’ identification document numbers, where applicable) will be available through a variety of channels from Friday, 9 December 2016 as described in the section headed “How to apply for Hong Kong Public Offer Shares – Publication of results” of the Prospectus.

No temporary documents of title will be issued in respect of the Shares by the Company. No receipt will be issued for sums paid on application. Share certificates will only become valid documents of title at 8:00 a.m. on Monday, 12 December 2016 provided that the Global Offering has become unconditional and the right of termination described in the paragraph headed “Underwriting – Underwriting arrangements and expenses – Hong Kong Underwriting Agreement – Grounds for termination” of the Prospectus has not been exercised. Dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Monday, 12 December 2016. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Company is 1617.

By order of the Board of Directors  
**Nanfang Communication Holdings Limited**  
**Mr. SHI Ming**  
*Executive Director*

Hong Kong, 30 November 2016

*As at the date of this announcement, the Board of the Company comprises Mr. SHI Ming, Ms. YU Rumin and Ms. YU Ruping, as executive Directors; Mr. YU Jinlai, as non-executive Director; and Mr. WU Wing Kuen, Mr. LAM Chi Keung and Mr. CHAN Kai Wing, as independent non-executive Directors.*

*For details, please refer to the published version of this announcement in The Standard (in English) and in Hong Kong Economic Times (in Chinese).*