

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 9 November 2016 (the “**Prospectus**”) issued by Pantronics Holdings Limited (the “**Company**”).*

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares. Potential investors should read the Prospectus for detailed information about the Share Offer before deciding whether or not to invest in Offer Shares.*

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## PANTRONICS HOLDINGS LIMITED

桐成控股有限公司

*(Incorporated in the British Virgin Islands with limited liability)*

### SHARE OFFER

- Number of Offer Shares : 90,000,000 Shares (comprising 63,000,000 New Shares and 27,000,000 Sale Shares)**
- Number of Public Offer Shares : 9,000,000 Shares (including 900,000 Employee Reserved Shares) (subject to adjustment)**
- Number of Placing Shares : 81,000,000 Shares (comprising 54,000,000 New Shares and 27,000,000 Sale Shares) (subject to adjustment)**
- Offer Price : Not more than HK\$1.80 per Offer Share and expected to be not less than HK\$1.44 per Offer Share, plus brokerage of 1%, 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 : 1611**

### Sole Sponsor



### Sole Global Coordinator



### Joint Bookrunners



### Joint Lead Managers



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Share Offer; and (iii) additional Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme. Assuming the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 21 November 2016, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. on Monday, 21 November 2016.

The Share Offer comprises the Public Offer of initially 9,000,000 Public Offer Shares (subject to adjustment), representing approximately 10% of the Offer Shares, and the Placing of initially 81,000,000 Placing Shares (comprising 54,000,000 New Shares and 27,000,000 Sale Shares) (subject to adjustment) representing approximately 90% of the Offer Shares. Of the 9,000,000 Shares initially being offered under the Public Offer, up to 900,000 Shares (representing 1% of the total number of Shares being offered under the Share Offer) are available for subscription by the Eligible Employees on a preferential basis under the Employee Preferential Offering. The allocation of the Offer Shares between the Public Offer and the Placing is subject to reallocation as described in the section headed “Structure of the share offer” in the Prospectus.

The Offer Price will be not more than HK\$1.80 per Offer Share and is expected to be not less than HK\$1.44 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the maximum indicative Offer Price of HK\$1.80 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy, subject to refund if the final Offer Price should be lower than HK\$1.80.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and 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 such other date as may be determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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 to enable the Shares to be admitted into CCASS.

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

Applicants who would like to have the allotted Public Offer Shares issued 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* under the **HK eIPO White Form** service. Applicants who would like to have the allotted 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. Eligible Employees who wish to be allotted the Employee Reserved Shares should complete and sign the **PINK** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 9 November 2016 until 12:00 noon on Monday, 14 November 2016 from the following locations:

1. Octal Capital Limited, 802-805, 8th Floor, Nan Fung Tower, 88 Connaught Road Central, Hong Kong
2. Quam Securities Company Limited, 18/F-19/F, China Building, 29 Queen's Road Central, Hong Kong
3. Any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch:

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Hong Kong Branch	20 Pedder Street, Central
	Taikoo Shing Sub-Branch	Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road
<b>Kowloon</b>	Tsim Sha Tsui Sub-Branch	Shop Nos.1-3 on G/F., CFC Tower, 22-28 Mody Road, Tsim Sha Tsui
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road

<b>New Territories</b>	Yuen Long Sub-Branch	Shop 2B, G/F., Man Yu Building, 2-14 Tai Fung Street, Yuen Long
	Tai Po Sub-Branch	Shop No.1, 2, 26 & 27, G/F., Wing Fai Plaza, 29-35 Ting Kok Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 9 November 2016 until 12:00 noon on Monday, 14 November 2016 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers. Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "**Bank of Communications (Nominee) Co. Ltd. — Pantronics Holdings 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 on such dates and during such time as specified in the Application Forms.

The latest time to lodge **WHITE** and **YELLOW** Application Forms will be at 12:00 noon on Monday, 14 November 2016. The application lists will be open between 11:45 a.m. to 12:00 noon on Monday, 14 November 2016 or such later time as described in the section headed "How to apply for public offer shares and employee reserved shares - 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

The **PINK** Application Form together with the Prospectus can be collected by Eligible Employees during normal business hours from 9:00 a.m. on Wednesday, 9 November 2016 until 12:00 noon on Friday, 11 November 2016 from the Company's head office at Flat/RM 1603A, 16/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, Hong Kong. Electronic copies of the **PINK** Application Form and the Prospectus can be viewed from the website of the Company at [www.pantronicshk.com](http://www.pantronicshk.com).

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except the last application day) from 9:00 a.m. on Wednesday, 9 November 2016 until 11:30 a.m. on Monday, 14 November 2016 (or such later date as may apply as described in the section headed "How to Apply for Public Offer Shares and Employee Reserved Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 9 November 2016 until 12:00 noon on Monday, 14 November 2016 or such later time as described in the section headed "How to Apply for Public Offer Shares and Employee Reserved Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

The completed **PINK** Application Form, together with a cheque attached and marked payable to “**Bank of Communications (Nominee) Co. Ltd. — Pantronics Holdings Public Offer**” for the payment, must be deposited in the collection box located at the Company’s office at Flat/RM 1603A, 16/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, Hong Kong by 12:00 noon on Friday, 11 November 2016.

Please refer to the sections headed “Structure of the share offer” and “How to apply for the public offer shares and employee reserved shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the indications of the level of interests in the Placing, the level of applications under the Public Offer and Employee Preferential Offering on Friday, 18 November 2016, on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company’s website at [www.pantronics.hk](http://www.pantronics.hk).

Results of allocations in the Public Offer and the Employee Preferential Offering, together with the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) will be made available from Friday, 18 November 2016 in the manner specified in the section headed “How to apply for the public offer shares and employee reserved shares — 11. Publication of results” in the Prospectus.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 21 November 2016. The Shares will be traded in board lots of 2,000 Offer Shares each. The stock code of the Shares is 1611. The Company will not issue any receipts for sum paid on application or temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Monday, 21 November 2016 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised.

By order of the Board  
**Pantronics Holdings Limited**  
**Hsu Simon Nai-cheng**  
*Chairman*

Hong Kong, 9 November 2016

*As at the date of this announcement, the executive Directors are Mr. Henry Woon-hoe Lim and Mr. Ho Hon Ching; the non-executive Director is Mr. Hsu Simon Nai-cheng; and the independent non-executive Directors are Mr. Pochin Christopher Lu, Mr. Danny J Lay and Ms. Hui Leung Ching Patricia.*