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Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 21 June 2024 (the “**Prospectus**”) issued by Zhonggan Communication (Group) Holdings Limited (the “**Company**”).

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 any 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 Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time (the “**U.S. Securities Act**”) or any state securities laws in the United States, and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. There will not be and is not currently intended to be any public offering of securities of the Company in the United States.

In connection with the Global Offering, Zhongtai International Securities Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, 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, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on Saturday, 27 July 2024, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. Such stabilisation action, if taken, 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 (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Saturday, 27 July 2024, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. After this date, no further stabilising action may be taken, and demand for the Shares and therefore the price of the Shares could fall.

Potential investors of the Offer Shares should note that the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting – Underwriting arrangements and expenses – The Hong Kong Public Offer – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Wednesday, 3 July 2024.)



# Zhonggan Communication (Group) Holdings Limited 中贛通信(集團)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

## GLOBAL OFFERING

Number of Offer Shares : 160,000,000 Shares  
Number of Hong Kong : 80,000,000 Shares (as adjusted after  
Public Offer Shares reallocation)  
Number of International : 80,000,000 Shares (as adjusted after  
Placing Shares reallocation)  
Offer Price : HK\$1.25 per Offer Share, plus brokerage  
of 1%, SFC transaction levy of 0.0027%,  
Stock Exchange trading fee of 0.00565%  
and AFRC transaction levy of 0.00015%  
Nominal value : HK\$0.1 per Share  
Stock code: : 2545

Sole Sponsor



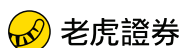
Sole Overall Coordinator, Sole Global Coordinator,  
Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



**Zhonggan Communication (Group) Holdings Limited**  
**中贛通信(集團)控股有限公司**  
**ANNOUNCEMENT OF FINAL OFFER PRICE AND**  
**ALLOTMENT RESULTS**

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**Warning: In view of high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares.**

**SUMMARY**

Company information	
Stock code	2545
Stock short name	ZHONGGAN COMM
Dealings commencement date	3 July 2024*

*\*see note at the end of the announcement*

Price Information	
Final Offer Price	HK\$1.25
Offer Price Range	HK\$1.13 - HK\$1.25
Offer Price Adjustment exercised	No

Offer Shares and Share Capital	
Number of Offer Shares	160,000,000
Number of Offer Shares in Hong Kong Public Offer (after reallocation)	80,000,000
Number of offer shares in International Placing (after reallocation)	80,000,000
Number of issued shares upon Listing	640,000,000

Over-allocation	
No. of Offer Shares over-allocated	0

Proceeds	
Gross proceeds (Note)	HK\$ 200.00 million
Less: Estimated listing expenses payable based on Final Offer Price	HK\$ (48.73) million
Net proceeds	HK\$ 151.27 million

*Note: Gross proceeds refers to the amount to which the issuer is entitled receive. For details of the use of proceeds, please refer to the Prospectus dated 21 June 2024.*

## ALLOTMENT RESULTS DETAILS

### HONG KONG PUBLIC OFFER

<b>No. of valid applications</b>	14,245
<b>No. of successful applications</b>	12,665
<b>Subscription level</b>	195.99 times
<b>Claw-back triggered</b>	Yes
<b>No. of Offer Shares initially available under the Hong Kong Public Offer</b>	16,000,000
<b>Final no. of Offer Shares under the Hong Kong Public Offer (after reallocation)</b>	80,000,000
<b>% of Offer Shares under the Hong Kong Public Offer to the Global Offering</b>	50.00%

*Note: For details of the final allocation of shares to the Hong Kong Public Offer, investors can refer to <https://www.hkeipo.hk/IPOResult> to perform a search by name or identification number or <https://www.hkeipo.hk/IPOResult> for the full list of allottees.*

### INTERNATIONAL PLACING

<b>No. of placees</b>	133
<b>Subscription Level</b>	1.50 times
<b>No. of Offer Shares initially available under the International Placing</b>	144,000,000
<b>Final no. of Offer Shares under the International Placing (after reallocation)</b>	80,000,000
<b>% of Offer Shares under the International Placing to the Global Offering</b>	50.00%

*The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.*

## LOCK-UP UNDERTAKINGS

### Controlling Shareholders

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon listing (assuming the Over-allotment Option is not exercised)</i>	<i>Last day subject to the lock-up undertakings</i>
GT & Yangtze Limited Note 1	359,444,530	56.16%	2 January 2025 (First Six-Month Period) <sup>Note 2</sup>
			2 July 2025 (Second Six-Month Period) <sup>Note 3</sup>
Subtotal	359,444,530	56.16%	

*In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the first six-month period ends on 2 January 2025 and for the second six-month period, on 2 July 2025.*

#### *Notes:*

- Immediately following completion of the Capitalisation Issue and the Global Offering, GT & Yangtze Limited (“GT & Yangtze”) will be interested in approximately 56.16% of the Company's total issued share capital. GT & Yangtze is a company owned as to 70.0% by Mr. Liu Haoqiong (“Mr. Liu”) and as to 30.0% by Ms. Tao Xiulan (“Ms. Tao”), respectively. Hence, Mr. Liu and Ms. Tao will be regarded as Controlling Shareholders and each of them is subject to the same lock-up as GT & Yangtze as disclosed above.*
- The Controlling Shareholder may dispose of or transfer Shares after the indicated date subject to that the Controlling Shareholder will not cease to be a Controlling Shareholder.*
- The Controlling Shareholder will cease to be prohibited from disposing of or transferring Shares after the indicated date.*

***Pre-IPO Investors (as defined in the “History and Reorganisation” section of the Prospectus)***

<b><i>Name</i></b>	<b><i>Number of shares held in the Company subject to lock-up undertakings upon listing</i></b>	<b><i>% of shareholding in the Company subject to lock-up undertakings upon listing (assuming the Over-allotment Option is not exercised)</i></b>	<b><i>Last day subject to the lock-up undertakings</i></b>
You Po Commerce Limited / 酉珀商務有限公司	20,548,488	3.22%	2 January 2025 <sup>Note</sup>
Shu Zhi Shen Kong Investment Limited / 數智深空投資有限公司	6,416,449	1.00%	2 January 2025 <sup>Note</sup>
Yeung Hoi Ka / 楊鎧嘉	4,800,233	0.75%	2 January 2025 <sup>Note</sup>
Rui Da Xin Tao Capital Management Centre Limited / 睿達信韜資本管理中心有限公司	2,749,703	0.43%	2 January 2025 <sup>Note</sup>
Subtotal	34,514,873	5.40%	
<p><i>The expiry date of the lock-up period shown in the table above is pursuant to the disclosures in the Prospectus. For details, please refer to the paragraph headed "History and Reorganisation – Pre-IPO Investments" in the Prospectus.</i></p> <p><i>Note: The Pre-IPO Investor will cease to be prohibited from disposing of or transferring Shares after the indicated date.</i></p>			

***PLACEE CONCENTRATION ANALYSIS***

Placees	Number of Shares allotted	Allotment as % of International Placing (assuming no exercise of the Over- allotment Option)	Allotment as % of total Offer Shares (assuming no exercise of the Over- allotment Option)	Number of Shares held upon Listing	% of total issued share capital upon Listing (assuming no exercise of the Over-allotment Option)
Top 1	23,760,000	29.70%	14.85%	23,760,000	3.71%
Top 5	55,440,000	69.30%	34.65%	55,440,000	8.66%
Top 10	77,304,000	96.63%	48.32%	77,304,000	12.08%
Top 25	79,784,000	99.73%	49.87%	79,784,000	12.47%

*Notes:*

*\* Ranking of placees is based on the number of Shares allotted to the placees.*

## SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders	Number of Shares allotted	Allotment as % of International Placing (assuming no exercise of the Over-allotment Option)	Allotment as % of total Offer Shares (assuming no exercise of the Over-allotment Option)	Number of Shares held upon Listing	% of total issued share capital upon Listing (assuming no exercise of the Over-allotment Option)
Top 1	0	0.00%	0.00%	359,444,530	56.16%
Top 5	23,760,000	29.70%	14.85%	477,291,556	74.58%
Top 10	55,440,000	69.30%	34.65%	521,473,615	81.48%
Top 25	82,260,000	99.60%	51.41%	562,260,000	87.85%

Notes:

\* Ranking of Shareholders is based on the number of Shares (of all classes) held by the Shareholder upon Listing.

## BASIS OF ALLOCATION UNDER THE HONG KONG PUBLIC OFFER

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

NO. OF SHARES APPLIED FOR	NO. OF VALID APPLICATIONS	BASIS OF ALLOTMENT/BALLOT	APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF SHARES APPLIED FOR
<b>Pool A</b>			
2,000	5,269	3,689 out of 5,269 applicants to receive 2,000 Shares	70.01%
4,000	717	2,000 Shares plus 230 out of 717 applicants to receive an additional 2,000 Shares	66.04%
6,000	1,408	2,000 Shares plus 834 out of 1,408 applicants to receive an additional 2,000 Shares	53.08%
8,000	275	2,000 Shares plus 165 out of 275 applicants to receive an additional 2,000 Shares	40.00%
10,000	378	2,000 Shares plus 227 out of 378 applicants to receive an additional 2,000 Shares	32.01%
12,000	142	2,000 Shares plus 89 out of 142 applicants to receive an additional 2,000 Shares	27.11%
14,000	86	2,000 Shares plus 56 out of 86 applicants to receive an additional 2,000 Shares	23.59%
16,000	106	2,000 Shares plus 70 out of 106 applicants to receive an additional 2,000 Shares	20.75%
18,000	57	2,000 Shares plus 38 out of 57 applicants to receive an additional 2,000 Shares	18.52%
20,000	914	2,000 Shares plus 610 out of 914 applicants to receive an additional 2,000 Shares	16.67%
30,000	634	2,000 Shares plus 460 out of 634 applicants to receive an additional 2,000 Shares	11.50%



40,000	260	2,000 Shares plus 193 out of 260 applicants to receive an additional 2,000 Shares	8.71%
50,000	139	2,000 Shares plus 105 out of 139 applicants to receive an additional 2,000 Shares	7.02%
60,000	288	2,000 Shares plus 226 out of 288 applicants to receive an additional 2,000 Shares	5.95%
70,000	280	2,000 Shares plus 241 out of 280 applicants to receive an additional 2,000 Shares	5.32%
80,000	120	2,000 Shares plus 112 out of 120 applicants to receive an additional 2,000 Shares	4.83%
90,000	57	4,000 Shares	4.44%
100,000	1,073	4,000 Shares plus 55 out of 1,073 applicants to receive an additional 2,000 Shares	4.10%
200,000	498	4,000 Shares plus 65 out of 498 applicants to receive an additional 2,000 Shares	2.13%
300,000	199	4,000 Shares plus 35 out of 199 applicants to receive an additional 2,000 Shares	1.45%
400,000	190	4,000 Shares plus 38 out of 190 applicants to receive an additional 2,000 Shares	1.10%
500,000	96	4,000 Shares plus 24 out of 96 applicants to receive an additional 2,000 Shares	0.90%
600,000	103	4,000 Shares plus 32 out of 103 applicants to receive an additional 2,000 Shares	0.77%
700,000	63	4,000 Shares plus 20 out of 63 applicants to receive an additional 2,000 Shares	0.66%
800,000	94	4,000 Shares plus 32 out of 94 applicants to receive an additional 2,000 Shares	0.59%
900,000	75	4,000 Shares plus 26 out of 75 applicants to receive an additional 2,000 Shares	0.52%
1,200,000	81	4,000 Shares plus 33 out of 81 applicants to receive an additional 2,000 Shares	0.40%
1,500,000	88	4,000 Shares plus 36 out of 88 applicants to receive an additional 2,000 Shares	0.32%
1,800,000	34	4,000 Shares plus 16 out of 34 applicants to receive an additional 2,000 Shares	0.27%
2,100,000	30	4,000 Shares plus 22 out of 30 applicants to receive an additional 2,000 Shares	0.26%
2,400,000	32	4,000 Shares plus 25 out of 32 applicants to receive an additional 2,000 Shares	0.23%
2,700,000	15	4,000 Shares plus 12 out of 15 applicants to receive an additional 2,000 Shares	0.21%
3,000,000	42	4,000 Shares plus 36 out of 42 applicants to receive an additional 2,000 Shares	0.19%
3,300,000	15	4,000 Shares plus 13 out of 15 applicants to receive an additional 2,000 Shares	0.17%
3,600,000	84	4,000 Shares plus 74 out of 84 applicants to receive an additional 2,000 Shares	0.16%
3,900,000	173	6,000 Shares	0.15%
Total	14,115	<b>Total number of Pool A successful applicants: 12,535</b>	
<b>Pool B</b>			
4,500,000	58	248,000 Shares	5.51%
5,100,000	12	280,000 Shares	5.49%

5,700,000	5	312,000 Shares	5.47%
6,300,000	33	342,000 Shares	5.43%
7,000,000	1	380,000 Shares	5.43%
8,000,000	21	430,000 Shares	5.38%
Total	130	<b>Total number of Pool B successful applicants: 130</b>	

*As of the date of this announcement, the relevant subscription monies previously deposited in the designated nominee accounts have been remitted back to the accounts of all HKSCC participants. Investors should contact their relevant brokers for any inquiries.*

## COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

## DISCLAIMERS

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*The Offer Shares are being offered and sold (1) solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus dated 21 June 2024 issued by the Company for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.*

*\*Potential investors of the Offer Shares should note that the Sole Overall Coordinator and the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their obligations under the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed "Underwriting – Underwriting Arrangements and Expenses – The Hong Kong Public Offer – Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on 3 July 2024).*

## **PUBLIC FLOAT**

The Directors confirm that, immediately following completion of the Capitalisation Issue and the Global Offering: (i) at least 25% of the total number of issued Shares will be held by the public, in compliance with Rule 8.08(1) of the Listing Rules; (ii) the Shares will be held by at least 300 Shareholders at the time of Listing, in compliance with Rule 8.08(2) of the Listing Rules; (iii) the three largest public Shareholders will not hold more than 50% of the Shares held in public hands at the time of Listing, in compliance with Rule 8.08(3) of the Listing Rules; (iv) no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering; and (v) there will not be any new substantial Shareholder (as defined in the Listing Rules) of the Company.

## **COMMENCEMENT OF DEALINGS**

Share certificates will only become valid at 8:00 a.m. (Hong Kong time) on Wednesday, 3 July 2024, provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting arrangements and expenses – The Hong Kong Public Offer – Grounds for termination” in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid evidence of title do so entirely at their own risk.

Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Wednesday, 3 July 2024, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 3 July 2024. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 2545.

By order of the Board  
**Zhonggan Communication (Group) Holdings Limited**  
**Liu Haoqiong**  
*Chairman and Executive Director*

Hong Kong, 2 July 2024

*As at the date of this announcement, the executive Directors are Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi, Mr. Zhou Zhiqiang; and the independent non-executive Directors are Mr. Yu Shiyong, Mr. Li Yinguo and Mr. Zhu Yugang.*

*This announcement is available for viewing on the website of the Company at [www.gantongjt.com](http://www.gantongjt.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).*