



## ASX Circular

**Date:** 5 December 2013

### Key topics

1. Nine Entertainment Co. Holdings Limited
2. ASX Code: NEC
3. Quotation expected to commence at 12:00pm A.E.D.T. on Friday, 6 December 2013 on a conditional and deferred basis

### Reading List

Client Advisers  
Corporate Advisory  
DTR Operators  
Institutions  
Listing Officers  
ASX Settlement Participants  
Office Managers  
Operations Managers (back office)  
Research Analysts  
Share Registries  
ASX Clear Participants  
Market Participants

### Authorised by

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No responsibility is accepted for any inaccuracies contained in the matter published.

## NINE ENTERTAINMENT CO. HOLDINGS LIMITED – ADMISSION AND COMMENCEMENT OF OFFICIAL QUOTATION

It is anticipated that Nine Entertainment Co. Holdings Limited (the “Company”) will be admitted to the Official List of ASX Limited (“ASX”) on the morning of Friday, 6 December 2013.

Official quotation of the Company’s shares is expected to commence at 12:00pm A.E.D.T. on Friday, 6 December 2013 on a conditional and deferred settlement basis. The Company is expected to raise \$631.4 million pursuant to the offer under its replacement prospectus dated 8 November 2013 (the “Offer”) by the issue of 134,146,341 fully paid ordinary shares, and the sale and transfer of 173,845,618 fully paid ordinary shares, at an issue and sale price of \$2.05 per share.

<u>Quoted Securities:</u>	940,293,562 fully paid ordinary shares
<u>ASX Code:</u>	NEC
<u>Time:</u>	12:00pm A.E.D.T.
<u>Date:</u>	6 December 2013
<u>ASX Trade Abbreviation:</u>	NINE ENT
<u>ISIN:</u>	AU000000NEC4
<u>Home Branch:</u>	Sydney
<u>Industry Classification:</u>	2540 - Broadcasting
<u>Registered Office:</u>	24 Artarmon Road Willoughby NSW 2068  Phone: (02) 9965 2044 Website: <a href="http://www.nineentertainment.com.au">www.nineentertainment.com.au</a>
<u>Company Secretary:</u>	Simon Kelly
<u>Share Registry:</u>	Link Market Services Level 12, 680 George Street Sydney NSW 2000  Phone: 1300 554 474 Fax: (02) 9287 0303

<u>Balance Date:</u>	30 June
<u>CHESS:</u>	Participating. The Company will also operate an issuer sponsored subregister.
<u>State of Incorporation:</u>	Victoria
<u>Dividend Policy:</u>	Refer to section 4.10 of the Company's replacement prospectus dated 8 November 2013
<u>Activities:</u>	Media and entertainment company
<u>Joint Lead Managers:</u>	<p>CBA Equities Limited  Ground Floor, Tower 1  201 Sussex Street  Sydney NSW 2000</p> <p>Macquarie Capital (Australia) Limited  No.1 Martin Place  Sydney NSW 2000</p> <p>Morgan Stanley Australia Securities Limited  Level 39, The Chifley Tower  2 Chifley Square  Sydney NSW 2000</p> <p>UBS AG, Australia Branch  Level 16, The Chifley Tower  2 Chifley Square  Sydney NSW 2000</p>
<u>ASX Restricted Securities:</u>	Nil
<u>Securities not quoted:</u>	Up to 6,183,415 performance rights

### **CONDITIONAL AND DEFERRED SETTLEMENT TRADING**

The Company has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by the Company are (i) settlement occurring under the Offer Management Agreement between the Company, NEC SaleCo Pty Ltd and the Joint Lead Managers and (ii) the issue and transfer of shares to successful applicants under the Offer.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in the Company's shares. The Company's shares will be placed in pre-open at 8:30am AEDT on Friday, 6 December 2013 and trading will commence on a conditional and deferred settlement basis at 12:00pm AEDT on Friday, 6 December 2013.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of the Company's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and Signal E.

The Company is required to advise ASX immediately of the fulfillment or non-fulfillment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market release when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfillment of the conditions, ASX will issue a further Circular to participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met by 9:30am on Wednesday, 11 December 2013. The Company has

agreed to send holding statements on Wednesday, 11 December 2013, which will mean that the first settlement date will be Tuesday, 17 December 2013.

## CONTRACT NOTES FOR CONDITIONAL SALES AND PURCHASES

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in the Company's shares.

*"This contract is conditional upon notification being received by ASX by close of business on Friday, 20 December 2013 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."*

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

## INDICATIVE KEY DATES

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 9:30am AEDT on Wednesday, 11 December 2013. If the conditions are not fulfilled by the close of business on Friday, 20 December 2013, shares will not be issued or transferred and all conditional trades that have occurred since Friday, 6 December 2013 will be cancelled.

If the conditions are not satisfied by 9:30am AEDT on Wednesday, 11 December 2013, but are satisfied prior to the close of business on Friday, 20 December 2013, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Friday, 6 December 2013	Company admitted to the official list of ASX  Commencement of Official Quotation on a conditional and deferred settlement basis – 12:00pm AEDT (ASX Code: NEC)
Tuesday, 10 December 2013	Last day of conditional trading
Wednesday, 11 December	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open – by 9:30am AEDT)  Trading to commence on a deferred settlement basis only (ASX Code: NEC)  Holding statements sent to successful applicants  Last day of deferred settlement trading
Thursday, 12 December 2013	First day of trading on a normal (T+3) settlement basis (ASX Code: NEC)
Tuesday, 17 December 2013	Settlement of all on-market trades conducted on a conditional and deferred settlement basis from 6 to 11 December 2013 (inclusive), and first settlement of trades conducted on a T+3 basis

For further information please refer to the Company's replacement prospectus dated 8 November 2013 or call the Nine Entertainment IPO Information Line on 1800 128 092 (within Australia) or on +61 1800 128 092 (from outside Australia) at any time from 8:30am to 5:30pm AEDT (Sydney time), Monday to Friday.