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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Thursday, 30 June 2022 (the “**Prospectus**”) of Deewin Tianxia Co., Ltd (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. 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. The Company has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended.

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) or to any person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended from time to time, (the “**U.S. Securities Act**”)) (“**U.S. Persons**”) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in Hong Kong, the United States or elsewhere.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction 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 be no public offer of securities in the United States.

In connection with the Global Offering, China Securities (International) Corporate Finance Company Limited as stabilising manager (the “**Stabilising Manager**”) (or its affiliates or any person acting for it), on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the H 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 (or its affiliates or any person acting for it) to conduct any such stabilising action, which, if taken, will be done at the absolute discretion of the Stabilising Manager (or its affiliates or any person acting for it) and may be discontinued at any time. Any such stabilising action is required to be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering, being 7 August 2022.

Such stabilization 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 (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that no stabilising action can be taken on the Stock Exchange to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on 7 August 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, when no further stabilising action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.

In connection with the Global Offering, the Company has granted the Over-allotment Option to the International Underwriters. Pursuant to the Over-allotment Option, the International Underwriters have the right, exercisable at any time from the date of the International Underwriting Agreement until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to issue 15.0% of the Offer Shares initially available under the Global Offering, at the Offer Price, to solely cover over-allocations in the International Offering, if any.

Potential investors of the Offer Shares should note that the Sole Representative (for itself and on behalf of the Hong Kong Underwriters) shall be entitled to terminate its 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 – Hong Kong Public Offering – 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 Friday, 15 July 2022).



德銀天下股份有限公司

DEEWIN TIANXIA CO., LTD

(A joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 543,000,000 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 54,300,000 H Shares (subject to reallocation)
Number of International Offer Shares	: 488,700,000 H Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$2.13 per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015% (payable in full on application in Hong Kong dollars, and subject to refund on final pricing)
Nominal value	: RMB1.00 per H Share
Stock code	: 2418

Sole Sponsor



中信建投國際
CHINA SECURITIES INTERNATIONAL

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



中信建投國際
CHINA SECURITIES INTERNATIONAL



华泰国际
HUATAI INTERNATIONAL

Joint Bookrunners and Joint Lead Managers



光銀國際
CIB INTERNATIONAL



BOC INTERNATIONAL



中泰國際
ZHONGTAI INTERNATIONAL



富途證券



老虎證券
TIGER BROKERS



利弗莫尔证券
LIFERMORE HOLDINGS LIMITED



國泰君安國際
GUOTAI JUNAN INTERNATIONAL



EDDID
艾德金融

IMPORTANT NOTICE TO INVESTORS:

FULLY ELECTRONIC APPLICATION PROCESS

The Hong Kong Public Offering is being conducted in a fully electronic manner and no printed copies of this prospectus or application forms for use by the public will be provided by the Company in accordance with the Listing Rules.

The Prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at www.deewintx.com. You may download and print from those website addresses if you want a printed copy of the Prospectus.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online via the **White Form eIPO** service at www.eipo.com.hk;
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - a) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - b) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (following the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

No physical channels to accept any application for the Hong Kong Offer Shares by the public will be provided by the Company in accordance with the Listing Rules.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses stated above.

Please refer to the section headed “*How to Apply for Hong Kong Offer Shares*” in the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **White Form eIPO** service or the **CCASS EIPO** service must be made for a minimum of 1,500 Hong Kong Offer Shares and in multiples of that of Hong Kong Offer Shares as set out in the table below. You are required to pay the amount next to the number of Hong Kong Offer Shares you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>
1,500	3,227.20	45,000	96,816.02	450,000	968,160.25	4,500,000	9,681,602.43
3,000	6,454.40	60,000	129,088.03	600,000	1,290,880.33	6,000,000	12,908,803.23
4,500	9,681.60	75,000	161,360.04	750,000	1,613,600.41	7,500,000	16,136,004.04
6,000	12,908.81	90,000	193,632.06	900,000	1,936,320.49	9,000,000	19,363,204.85
7,500	16,136.00	120,000	258,176.06	1,200,000	2,581,760.64	12,000,000	25,817,606.46
9,000	19,363.21	150,000	322,720.09	1,500,000	3,227,200.81	15,000,000	32,272,008.08
10,500	22,590.40	180,000	387,264.10	1,800,000	3,872,640.97	18,000,000	38,726,409.69
12,000	25,817.61	210,000	451,808.12	2,100,000	4,518,081.13	21,000,000	45,180,811.31
13,500	29,044.81	240,000	516,352.13	2,400,000	5,163,521.29	24,000,000	51,635,212.92
15,000	32,272.01	270,000	580,896.15	2,700,000	5,808,961.46	27,150,000 ⁽¹⁾	58,412,334.62
30,000	64,544.03	300,000	645,440.16	3,000,000	6,454,401.62		

(1) This is the maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and such application is liable to be rejected.

THE LISTING APPLICATION

We have applied to the Listing Committee for the listing of, and permission to deal in, our H Shares to be issued pursuant to the Global Offering (including any H Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 15 July 2022, it is expected that dealings in the H Shares on the Main Board of the Stock Exchange will commence at 9:00 a.m. on Friday, 15 July 2022.

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises (i) the Hong Kong Public Offering of initially 54,300,000 Hong Kong Offer Shares (subject to reallocation) and (ii) the International Offering of initially 488,700,000 International Offer Shares (subject to reallocation and the Over-allotment Option).

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as detailed in the section headed “*Structure of the Global Offering – Pricing and Allocation – Reallocation*” in the Prospectus. In particular, the Sole Representative may, at its sole discretion, reallocate Offer Shares of the International Offering to the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if the International Offering is undersubscribed and the Hong Kong Public Offering is fully subscribed or oversubscribed, then the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. not more than 108,600,000 Offer Shares, representing 20.0% of the total number of the Offer Shares initially available under the Global Offering). Further details on the circumstances under which the above guidance letter would apply are set out in the section titled “*Structure of the Global Offering*” in 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 Representative on behalf of the International Underwriters, at any time from the date of the International Underwriting Agreement until 7 August 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering, pursuant to which the Company may be required to issue up to an aggregate of 81,450,000 additional Offer Shares, representing 15.0% of the Offer Shares initially being offered by the Company under the Global Offering, at the Offer Price, to solely cover over-allocations in the International Offering, if any. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the websites of the Company at www.deewintx.com and the Stock Exchange at www.hkexnews.hk.

PRICING

The Offer Price will not be more than HK\$2.13 per Offer Share and is expected to be not less than HK\$1.78 per Offer Share unless otherwise announced.

Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$2.13 per Offer Share plus the brokerage fee of 1.0%, SFC transaction levy of 0.0027%, the Hong Kong Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015% payable on each Offer Share, subject to refund if the Offer Price as finally determined is less than HK\$2.13 per Offer Share.

Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in the Prospectus.

EXPECTED TIMETABLE

Hong Kong Public Offering commences 9:00 a.m. on Thursday,
30 June 2022

Latest time to complete electronic applications
under the **White Form eIPO** service through
the designated website at www.eipo.com.hk 11:30 a.m. on Friday,
8 July 2022

Application lists open 11:45 a.m. on Friday,
8 July 2022

Latest time to give
electronic application instructions to HKSCC 12:00 noon on Friday,
8 July 2022

Latest time to complete payment of
White Form eIPO applications by
effecting Internet banking transfer(s)
or PPS payment transfer(s) 12:00 noon on Friday,
8 July 2022

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your broker or custodian for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists close. 12:00 noon on Friday,
8 July 2022

Expected Price Determination Date. Friday,
8 July 2022

(1) Announcement of

- the Offer Price;
- the level of indications of interest in the International Offering;
- the level of applications in the Hong Kong Public Offering; and
- the basis of allocations of the Hong Kong Offer Shares to be published

on or before Thursday, 14 July 2022

(2) Results of allocations in the Hong Kong
Public Offering (with successful applicants’
identification document numbers, where
applicable) to be available through a variety
of channels (as described in the section headed “*How to
Apply for Hong Kong Offer Shares –
11. Publication of Results*” in the Prospectus) from Thursday, 14 July 2022

Announcement of (1) and (2) above to be
published on the website of the Company
at www.deewintx.com and the website
of the Stock Exchange at www.hkexnews.hk on or before Thursday, 14 July 2022

Results of allocations in the Hong Kong Public Offering

(with successful applicants' identification

document numbers, where appropriate) will be

available at www.iporesults.com.hk

(alternatively: English <https://www.eipo.com.hk/en/Allotment>;

Chinese <https://www.eipo.com.hk/zh-hk/Allotment>)

with a "search by ID" function from 8:00 a.m. on
Thursday, 14 July 2022 to
12:00 midnight on
Wednesday, 20 July 2022

The allocation results telephone enquiry

by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on
Thursday, 14 July 2022 to
Friday, 15 July 2022 and
Monday, 18 July 2022 to
Tuesday, 19 July 2022

Dispatch/Collection of H Share certificates or

deposit of the H Share certificates into CCASS

in respect of wholly or partially successful

applications pursuant to the Hong Kong Public

Offering on or before Thursday, 14 July 2022

Dispatch/Collection of refund cheques and

White Form eIPO e-Refund payment instructions

in respect of wholly or partially successful

applications (if applicable) and wholly or

partially unsuccessful applications pursuant to

the Hong Kong Public Offering on or before. Thursday, 14 July 2022

Dealings in the H Shares on the

Stock Exchange expected to commence at. 9:00 a.m. on
Friday, 15 July 2022

The application for the Hong Kong Offer Shares will commence on Thursday, 30 June 2022 through to Friday, 8 July 2022. Such time period is longer than the normal market practice of 3.5 days. The application monies (including brokerage, SFC transaction levy, Hong Kong Stock Exchange trading fee and Financial Reporting Council transaction levy) will be held by the receiving bank on behalf of our Company and the refund monies, if any, will be returned to the applicant(s) without interest on Thursday, 14 July 2022. Investors should be aware that the dealings in H Shares on the Stock Exchange are expected to commence on Friday, 15 July 2022.

SETTLEMENT

Subject to the granting of, the approval for listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement 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 H Shares to be admitted into CCASS.

ELECTRONIC APPLICATION CHANNELS

White Form eIPO service

Applicants may submit applications to the **White Form eIPO** Service Provider at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 30 June 2022 until 11:30 a.m. on Friday, 8 July 2022 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 8 July 2022 or such later time as described under the section headed “*How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists*” in the Prospectus.

CCASS EIPO

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

Thursday, 30 June 2022	– 9:00 a.m. to 8:30 p.m.
Monday, 4 July 2022	– 8:00 a.m. to 8:30 p.m.
Tuesday, 5 July 2022	– 8:00 a.m. to 8:30 p.m.
Wednesday, 6 July 2022	– 8:00 a.m. to 8:30 p.m.
Thursday, 7 July 2022	– 8:00 a.m. to 8:30 p.m.
Friday, 8 July 2022	– 8:00 a.m. to 12:00 noon

CCASS Investor can input **electronic application instructions** from 9:00 a.m. on Thursday, 30 June 2022 until 12:00 noon on Friday, 8 July 2022 (24 hours daily, except on the last day for applications).

The latest time for inputting such **electronic application instructions** will be 12:00 noon on Friday, 8 July 2022, the last application day or such later time as described in the section headed “*How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists*” in the Prospectus.

Note:

- (1) The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage, SFC transaction levy, the Stock Exchange trading fee and Financial Reporting Council transaction levy) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without any interest on or before Thursday, 14 July 2022.

Please refer to the sections “*Structure of the Global Offering*” and “*How to Apply for Hong Kong Offer Shares*” in the Prospectus for details of the conditions and procedures for applications for Hong Kong Offer Shares.

Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the GREEN Application Form and on the designated website (www.eipo.com.hk) for the White Form eIPO service.

PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of the Hong Kong Offer Shares on Thursday, 14 July 2022 on the websites of the Company at www.deewintx.com and the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and dates and in the manner specified in the section “*How to Apply for Hong Kong Offer Shares – 11. Publication of Results*” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$2.13 per Offer Share (excluding brokerage, SFC transaction levy, the Stock Exchange trading fee and Financial Reporting Council transaction levy thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section headed “*Structure of the Global Offering – The Hong Kong Public Offering – Conditions of the Hong Kong Public Offering*” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, the Stock Exchange trading fee and Financial Reporting Council transaction levy, will be refunded, without interest. Any refund of your application monies will be made on or before Thursday, 14 July 2022.

No temporary document of title will be issued in respect of the H Shares. No receipt will be issued for sums paid on application. H Share certificates and refund cheques are expected to be posted on or before Thursday, 14 July 2022 as further described in the section “*How to Apply for Hong Kong Offer Shares – 14. Dispatch/Collection of Share Certificates and Refund Monies*” in the Prospectus. H Share certificates will only become valid at 8:00 a.m. on Friday, 15 July 2022, provided that the Global Offering has become unconditional and the right of termination described in the section headed “*Underwriting*” in the Prospectus has not been exercised. Dealings in the H Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 15 July 2022. The H Shares will be traded in board lots of 1,500 H Shares and the stock code of the H Shares will be 2418.

By order of the Board of Directors
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
Guo Wancai
Chairman

Hong Kong, 30 June 2022

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Guo Wancai as Chairman and non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Wang Jianbin, Mr. Zhou Qi and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors.