

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares or other securities of Dowway Holdings Limited (天平道合控股有限公司) (the “Company”). Potential investors should read the prospectus dated Tuesday, 29 May 2018 (the “Prospectus”) issued by the Company for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (the “HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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. The Offer Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended from time to time (the “US Securities Act”) or any state securities laws of the United States. The securities may not be offered or sold, pledged or transferred within the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. There will be no public offer of securities in the United States.

Nothing in this announcement or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful.

Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Bookrunners (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the paragraph headed “Grounds for Termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.



Dowway Holdings Limited
天平道合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON GEM
OF THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF SHARE OFFER

- Number of Offer Shares : 500,000,000 Shares**
Number of Public Offer Shares : 50,000,000 Shares (subject to reallocation)
Number of Placing Shares : 450,000,000 Shares (subject to reallocation)
Offer Price : Not more than HK\$0.16 per Offer Share and expected to be not less than HK\$0.12 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full upon application in Hong Kong dollars and subject to refund)
Nominal Value : US\$0.0001 per Share
Stock Code : 8403

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued under the Capitalisation Issue and pursuant to the exercise of the options which may be granted under the Share Option Scheme).

The Share Offer comprises the Placing and the Public Offer. A total of 500,000,000 Shares will be made available under the Share Offer, of which 450,000,000 Shares (subject to reallocation), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 50,000,000 Shares (subject to reallocation) representing 10% of the Offer Shares, will be offered under the Public Offer. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 100,000,000 Offer Shares).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on GEM 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 GEM or such other date as may be determined by HKSCC.

Settlement of transaction 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.16 per Offer Share and is expected to be not less than HK\$0.12 per Offer Share. Applicants for the Offer Shares are required to pay in full, upon application, the maximum Offer Price of HK\$0.16 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is less than HK\$0.16 per Offer Share.

Application for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled or waived in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will not proceed and all money received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.dowway-exh.com on the next day immediately following the date of such lapse.

Applicants who wish to be allotted the Public Offer Shares in their own names should (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 wish to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (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 Tuesday, 29 May 2018 until 12:00 noon on Friday, 1 June 2018, from the following locations:

(i) any of the following address(es) of the Public Offer Underwriters:

RaffAello Securities (HK) Limited

Room 2002 and 2002B, 20/F
Tower Two, Lippo Centre
89 Queensway, Admiralty
Hong Kong

Pacific Foundation Securities Limited

11/F, New World Tower II
16–18 Queen’s Road Central
Hong Kong

(ii) any of the following branches of the receiving bank:

Standard Chartered Bank (Hong Kong) Limited

District	Branch	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4–4A, Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156–162 Hennessy Road, Wanchai
Kowloon	Kwun Tong Branch	G/F & 1/F One Pacific Centre, 414 Kwun Tong Road, Kwun Tong
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617–623 Nathan Road, Mongkok
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21–27 Shatin Centre Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 29 May 2018 until 12:00 noon on Friday, 1 June 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and the copies of the Prospectus available.

Applicants applying by **HK eIPO White Form** may submit application to the **HK eIPO White Form** Service Provider through the designated website www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 29 May 2018 until 11:30 a.m. on Friday, 1 June 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 1 June 2018 or such later date as described under the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Horsford Nominees Limited — Dowway Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Tuesday, 29 May 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 30 May 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 31 May 2018 — 9:00 a.m. to 5:00 p.m.
Friday, 1 June 2018 — 9:00 a.m. to 12:00 noon

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

Tuesday, 29 May 2018 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 30 May 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 31 May 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 1 June 2018 — 8:00 a.m.⁽¹⁾ 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 may give **electronic application instructions** from 9:00 a.m. on Tuesday, 29 May 2018 until 12:00 noon on Friday, 1 June 2018 or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Share Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Monday, 11 June 2018 on our Company's website at **www.dowway-exh.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

The Company expects to announce the Offer Price, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Monday, 11 June 2018 on the Company's website at **www.dowway-exh.com** and the website of 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 Public Offer will be available at the times and date and in the manner specified below:

- in the announcement to be posted on the Company's website at **www.dowway-exh.com** and the Stock Exchange's website at **www.hkexnews.hk** by no later than 9:00 a.m., Monday, 11 June 2018;

- from the designated results of allocations website at www.tricor.com.hk/ipo/result with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Monday, 11 June 2018 to 12:00 midnight on Sunday, 17 June 2018;
- by telephone enquiry line by calling (852) 3691 8488 between 9:00 a.m. and 6:00 p.m. from Monday, 11 June 2018 to Thursday, 14 June 2018 on a business day;
- in the special allocation results booklets which will be available for inspection during opening hours from Monday, 11 June 2018 to Wednesday, 13 June 2018 at all the receiving bank branches and sub-branches.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for the sums paid on application.

Share certificates will only become valid documents of title provided that the Share Offer becomes unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised at or before 8:00 a.m. in Hong Kong on Tuesday, 12 June 2018. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 12 June 2018. The Shares will be traded in board lots of 20,000 Shares each. The stock code of the Share is 8403.

By order of the Board of
Dowway Holdings Limited
Huang Xiaodi
Executive Director

Hong Kong, 29 May 2018

As at the date of this announcement, the executive Directors are Mr. Huang Xiaodi, Mr. Ma Yong and Mr. Yan Jinghui, and the independent non-executive Directors are Ms. Xu Shuang, Mr. Gao Hongqi and Mr. Ng Yuk Yeung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange’s website at www.hkexnews.hk and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.dowway-exh.com.