

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Dowway Holdings Limited
(天平道合控股有限公司)

Stock code (ordinary shares): 8403

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 30 June 2020.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 12 June 2018

Name of Sponsor(s): RaffAello Capital Limited

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors:
Huang Xiaodi (黃曉迪)
Ma Yong (馬勇)
Yan Jinghui (閻景輝)

Non-Executive Director:
Yuen Lai Him (袁禮謙)

Independent Non-executive Directors:
Xu Shuang (徐爽)
Gao Hongqi (高紅旗)
Yu Leung Fai (余亮暉)

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of shares of US\$0.0001 each in the share capital of the Company ("Shares")	Approximate Percentage of Issued Shares
A&B Development Holding Limited ("A&B") (Note)	1,272,900,000	63.65%
Huang Xiaodi ("Mr. Huang") (Note)	1,272,900,000	63.65%
<i>Note: Mr. Huang beneficially owns 100% of the issued share capital of A&B. Therefore, Mr. Huang is deemed, or taken to be, interested in all our Shares held by A&B for the purpose of the SFO. Mr. Huang is the sole director of A&B</i>		

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date:

31 December

Registered address:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business:

Head office and principal place of business in PRC:
No. 6112, DRC,
No. 1 Compound Xindong Road,
Chaoyang District,
Beijing 100600,
PRC

Principal place of business in Hong Kong registered under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong):
Room 1603, 16/F
China Building
29 Queen's Road Central
Central, Hong Kong

Web-site address (if applicable):

www.dowway-exh.com

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Share registrar:	<p>Principal share registrar and transfer office in the Cayman Islands: Ocorian Trust (Cayman) Limited P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands</p> <p>Branch share registrar and transfer office in Hong Kong: Tricor Investor Services Limited Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong</p>
Auditors:	PricewaterhouseCoopers 22/F, Prince's Building, Central, Hong Kong

B. Business activities

The Group is primarily engaged in the provision of design, planning, coordination and management services of exhibitions and events in the PRC.

C. Ordinary shares

Number of ordinary shares in issue:	2,000,000,000
Par value of ordinary shares in issue:	US\$0.0001
Board lot size (in number of shares):	20,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

On 16 August 2019, share options to subscribe for an aggregate of 136,000,000 ordinary shares of the Company were granted pursuant to the share option scheme of the Company adopted on 16 May 2018, at an exercise price of HK\$0.0508 per Share, subject to acceptance by the grantees. Among the total of 136,000,000 share options granted, 20,000,000 share options were granted to each of Mr. Ma Yong (Executive Director), Mr. Yan Jinghui (Executive Director) and Mr. Yuen Lai Him (Non-Executive Director), respectively, and 76,000,000 share options were granted to other 10 employees of the Group. As at the date of this company information sheet, the said share options remain outstanding.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

Huang Xiaodi (黃曉迪)

Ma Yong (馬勇)

Yan Jinghui (閻景輝)

Yuen Lai Him (袁禮謙)

Xu Shuang (徐爽)

Gao Hongqi (高紅旗)

Yu Leung Fai (余亮暉)

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*