

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.*



## **Dowway Holdings Limited**

**天平道合控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8403)**

### **VOLUNTARY ANNOUNCEMENT ESTABLISHMENT OF AMERICAN DEPOSITARY RECEIPT FACILITY**

This is a voluntary announcement made by Dowway Holdings Limited (the “**Company**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders (the “**Shareholders**”) of the Company and potential investors of the Company that the Company has established an American Depositary Receipt facility (the “**Facility**”) with The Bank of New York Mellon (“**BNY**”) as depositary bank appointed by the Company with effect from 7 October 2024 (U.S. Eastern Standard Time) (the “**Effective Date**”).

The American Depositary Shares (the “**ADSs**”) each represent fifty (50) ordinary shares of the Company deposited with and held in custody by the depositary’s custodian bank in Hong Kong. The ADSs will be traded on the over-the-counter market in the U.S. under the symbol “DOWAY” at a later date after the Facility is opened for trading.

ADSs are issued pursuant to the terms and conditions set out in the deposit agreement (the “**Deposit Agreement**”) entered into by and among BNY, as the depositary, the Company and the owners and holders of ADSs issued from time to time thereunder. Owners and holders of ADSs will not have direct shareholder rights; the ADS holder rights, including to dividends, distributions and voting, are subject to the terms and conditions of the Deposit Agreement.

The issuance of ADSs under the Facility is subject to registration under the United States Securities Act of 1933, as amended. In connection with the establishment of the Facility, the Company and the depositary filed a registration statement on Form F-6 on 27 September 2024 with the U.S. Securities and Exchange Commission (the “**SEC**”). The registration statement was declared effective on the Effective Date. The Company publishes information

in English required to maintain the exemption from registration under Rule 12g3-2(b) under the United States Securities Exchange Act of 1934, as amended, through its filings on The Stock Exchange of Hong Kong Limited, an electronic information delivery system generally available to the public in the Company's primary trading market.

The establishment of the Facility by the Company is not a new offering of shares and the ADSs relate to the ordinary shares of the Company currently in issue. Therefore, the Company receives no proceeds from the establishment of the Facility.

The Board believes that the Facility is in the interests of the Company and Shareholders as it will provide the Company with a measure of exposure to the U.S. capital market and broaden the investor base at minimal costs financially and in terms of maintenance effort.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Dowway Holdings Limited**  
**Huang Xiaodi**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 9 October 2024

*As at the date of this announcement, the executive Directors are Mr. Huang Xiaodi, Mr. Chen Xicheng, Mr. Yan Jinghui, Mr. Dong Kejia and Mr. Shum Ngok Wa; the non-executive Director is Mr. Lian Mingcheng; and the independent non-executive Directors are Ms. Xu Shuang, Mr. Tam Chak Chi and Ms. Yau Yin Tan.*

*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 this announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange at <https://www.hkexnews.hk> for at least 7 days from the date of its publication and published on the website of the Company at [www.dowway-exh.com](http://www.dowway-exh.com).*