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Unless otherwise defined herein, capitalised 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.

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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 only 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 stabilisation 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 stabilisation 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)

(Stock Code: 2418)

GLOBAL OFFERING

Number of Offer Shares	:	543,000,000 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	22,900,500 H Shares
Number of International Offer Shares	:	520,099,500 H Shares (subject to the Over-allotment Option)
Final Offer Price	:	HK\$1.80 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%
Nominal Value	:	RMB1.00 per H Share
Stock code	:	2418

Sole Sponsor



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