

IMPORTANT

IMPORTANT: If you are in any doubt about the contents of this document, you should seek independent professional advice.



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)

[REDACTED]

Number of [REDACTED] : [REDACTED] H Shares (subject to the under the [REDACTED] [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to reallocation)
Number of [REDACTED] : [REDACTED] H Shares (subject to reallocation and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per [REDACTED], 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, subject to refund on final pricing)
Nominal value : RMB1.00 per [REDACTED]
[REDACTED] : [REDACTED]

Sole Sponsor



中信建投國際
CHINA SECURITIES INTERNATIONAL

[REDACTED]

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A copy of this document, having attached thereto the documents specified in the section headed “Appendix VII — Documents Delivered to the Registrar of Companies and Available on Display” in this document, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Securities and Futures Commission nor the Registrar of Companies in Hong Kong takes any responsibility for the contents of this document or any of the other documents referred to above.

The [REDACTED] is expected to be determined by agreement between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) on the [REDACTED], which is expected to be on or about [REDACTED] (Hong Kong time) and, in any event, not later than [REDACTED] (Hong Kong time). The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED], unless otherwise announced. Applicants for the [REDACTED] are required to pay, upon application, the maximum [REDACTED] of HK\$[REDACTED] per [REDACTED] for each [REDACTED] together with a brokerage fee of 1.0%, a SFC transaction levy of 0.0027%, a Hong Kong Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%, subject to refund if the [REDACTED] as finally determined is less than HK\$[REDACTED] per [REDACTED]. If, for any reason, the [REDACTED] is not agreed between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) on or before [REDACTED] (Hong Kong time), the [REDACTED] (including the [REDACTED]) will not proceed and will lapse.

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, where considered appropriate and with our consent, reduce the indicative [REDACTED] below stated in this document (which is HK\$[REDACTED] to HK\$[REDACTED] per [REDACTED]) and/or the number of [REDACTED] being offered under the [REDACTED] at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction of the indicative [REDACTED] and/or the number of [REDACTED] being offered under the [REDACTED] will be published on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and our Company at www.deewintx.com as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. For further information, please refer to the sections headed “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” in this document.

Prospective [REDACTED] of the [REDACTED] should note that the obligations of the [REDACTED] under the [REDACTED] to subscribe, and to procure subscription for, the [REDACTED], are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Such grounds are set out in the section headed “[REDACTED]” in this document. It is important that you refer to that section for further details.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential [REDACTED] should be aware of the differences in legal, economic and financial systems between the PRC and Hong Kong, and that there are different risk factors relating to [REDACTED] in PRC-incorporated companies. Potential [REDACTED] should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong, and should take into consideration the different [REDACTED] nature of the H Shares. Such differences and risk factors are set out in the sections headed “Risk Factors”, “Appendix IV — Summary of Principal Legal and Regulatory Provisions”, and “Appendix V — Summary of the Articles of Association” in this document.

The [REDACTED] 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 or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the U.S. Securities Act), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

[REDACTED]

[REDACTED]

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[REDACTED]