

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated September 15, 2020 (the “**Prospectus**”) of Ming Yuan Cloud Group Holdings Limited (incorporated in the Cayman Islands with limited liability) (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**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 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. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

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 Hong Kong Offer Shares are being offered and sold (i) in the United States to qualified institutional buyers in reliance on Rule 144A or another exemption from, or in transaction not subject to, the registration requirements of the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. The Offer Shares have not been and will not be registered under the U.S. Securities Act 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. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”) (or any person acting for it), on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the 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 Stabilizing Manager (or any person acting for it) to conduct any such stabilizing action. Such stabilizing action, if taken, (a) will be conducted at the absolute discretion of the Stabilizing Manager (or any person acting for it) and in what the Stabilizing Manager reasonably regards as the best interest of the Company, (b) may be discontinued at any time and (c) 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. Such stabilizing action, if taken, 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, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilizing period which begins on the Listing Date and is expected to expire on October 18, 2020, being the 30th day after the last day for the lodging of the applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Ming Yuan Cloud Group Holdings Limited

明源雲集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

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| Number of Offer Shares under the Global Offering | : 374,204,000 Shares (subject to the Over-allotment Option) |
| Number of Hong Kong Offer Shares | : 37,422,000 Shares (subject to reallocation) |
| Number of International Offer Shares | : 336,782,000 Shares (subject to reallocation and the Over-allotment Option) |
| Maximum Offer Price | : HK\$16.50 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund) |
| Nominal value | : HK\$0.0001 per Share |
| Stock code | : 909 |

Joint Sponsors, Joint Global Coordinators and Joint Bookrunners



Other Joint Bookrunners



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the Global Offering. Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Friday, September 25, 2020, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, September 25, 2020. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.mingyuanyun.com.

The Global Offering comprises the Hong Kong Public Offering of initially 37,422,000 Shares (subject to reallocation) and the International Offering of initially 336,782,000 Shares (subject to reallocation and the Over-allotment Option), representing approximately 10% and 90% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment as detailed in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation” in the Prospectus. In particular, the Joint Global Coordinators (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares available under the Hong Kong Public Offering following such reallocation shall be not more than double the total number of Offer Shares initially available under the Hong Kong Public Offering (i.e. 74,844,000 Offer Shares), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$15.00 per Offer Share) stated in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) from the Listing Date until the 30th days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an additional 56,130,000 Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange 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 the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions 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\$16.50 per Offer Share and is expected to be not less than HK\$15.00 per Offer Share, unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the Maximum Offer Price of HK\$16.50 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$16.50 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO.

Applicants who would like the allotted Hong Kong Offer Shares to be issued in their own names should either (i) complete and sign the **WHITE** Application Form or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk through the **White Form eIPO** service. Applicants who would like the Hong Kong Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Form or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, September 15, 2020 until 12:00 noon on Friday, September 18, 2020 from:

1. any of the following branches of the receiving bank for the Hong Kong Public Offering:

Bank of China (Hong Kong) Limited

| | Branch Name | Address |
|-------------------------------------|----------------------------|---|
| Hong Kong Island Kowloon | Bank of China Tower Branch | 1 Garden Road, Hong Kong |
| | Tsim Sha Tsui Branch | 24-28 Carnarvon Road, Tsim Sha Tsui, Kowloon |
| New Territories | Ma On Shan Plaza Branch | Shop 2103, Level 2, Ma On Shan Plaza, Sai Sha Road, Ma On Shan, New Territories |
| | Kwai Cheong Road Branch | 40 Kwai Cheong Road, Kwai Chung, New Territories |

2. the following office of a Hong Kong Underwriter

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| China International Capital Corporation Hong Kong Securities Limited | 29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong |
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Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, September 15, 2020 until 12:00 noon on Friday, September 18, 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – MING YUAN CLOUD GROUP PUBLIC OFFER" should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms at the following time:

Tuesday, September 15, 2020 – 9:00 a.m. to 4:00 p.m.
Wednesday, September 16, 2020 – 9:00 a.m. to 4:00 p.m.
Thursday, September 17, 2020 – 9:00 a.m. to 4:00 p.m.
Friday, September 18, 2020 – 9:00 a.m. to 12:00 noon

Applicants applying through the **White Form eIPO** service may submit applications through the designated website at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, September 15, 2020 until 11:30 a.m. on Friday, September 18, 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, September 18, 2020 or such later time as described in the section headed "*How to Apply for Hong Kong Offer Shares – Effect of Bad Weather on the Opening and Closing of the Application Lists*" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, September 15, 2020 until 12:00 noon on Friday, September 18, 2020 or such later time as described in the section headed "*How to Apply for Hong Kong Offer Shares – Effect of Bad Weather on the Opening and Closing of the Application Lists*" in the Prospectus.

Please refer to the sections headed "*Structure of the Global Offering*" and "*How to Apply for Hong Kong Offer Shares*" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on or before Thursday, September 24, 2020 on the website of the Company at www.mingyuanyun.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations (with the successful applicants' identification document numbers, where applicable) under the Hong Kong Public Offering will be made available from Thursday, September 24, 2020 through a variety of channels including the website of the Company at www.mingyuanyun.com and the website of the Stock Exchange at www.hkexnews.hk at the times and dates and in the manner specified in the section headed "*How to Apply for Hong Kong Offer Shares – Publication of Results*" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, September 25, 2020 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed "*Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination*" in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, September 25, 2020. The Shares will be traded in board lots of 1,000 Shares each.

By order of the Board
Ming Yuan Cloud Group Holdings Limited
Gao Yu
Chairman

Hong Kong, September 15, 2020

As at the date of this announcement, the Board of Directors of the Company comprises Mr. GAO Yu, Mr. CHEN Xiaohui, Mr. JIANG Haiyang and Mr. JIANG Keyang as executive Directors, Mr. LIANG Guozhi and Mr. YI Feifan as non-executive Directors, and Mr. LI Hanhui, Mr. ZHAO Liang and Ms. ZENG Jing as independent non-executive Directors.