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*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 29 December 2021 (the “**Prospectus**”) issued by Vanov Holdings Company Limited (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 securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Placing described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Hong Kong or elsewhere. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from, or in a transaction that is not subject to, the registration requirements of the U.S. Securities Act. There will be no public offering of securities of the Company in the United States.

*In connection with the Global Offering, CMBC Securities Company Limited, as the stabilising manager (the “**Stabilising Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect transactions with a view to stabilising or supporting the market price of the Offer 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, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering. 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 (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last day (being Wednesday, 2 February 2022) for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

Potential investors of the Offer Shares should note that the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) will be entitled by notice (in writing) to the Company to terminate the Hong Kong Underwriting Agreement with immediate effect, upon the occurrence of any of the events set out in the paragraph headed “Underwriting — Hong Kong Public Offering 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 expected to be on Tuesday, 11 January 2022).



Vanov Holdings Company Limited
環龍控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares	:	114,200,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	11,420,000 Shares
Number of International Placing Shares	:	102,780,000 Shares (subject to the Over-allotment Option)
Final Offer Price	:	HK\$1.22 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%)
Nominal Value	:	HK\$0.01 per Share
Stock Code	:	2260

Sole Sponsor



Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



Other Joint Bookrunners and Joint Lead Managers



Other Joint Lead Managers



Our Company, the Sole Sponsor, and the intermediaries (including the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers, underwriting syndicate members, non-syndicate sub-placing agents and distributors) involved in the placing, distribution or underwriting of the Global Offering (each an “**Intermediary**” and together, the “**Intermediaries**”) (as the case may be), hereby confirm that:

- (a) No benefits (in whatever form, including rebate, discount, incentive, commission, loan or otherwise) have been or will be given by our Company, any of its Controlling Shareholders, subsidiaries, Directors, senior management or any of their respective associates, to (aa) the Sole Sponsor, (bb) any of the Intermediaries or (cc) any of the placees (including the ultimate beneficial owners, subsidiaries, directors, senior management or the respective associates of the parties referred to in (aa), (bb) and (cc)) (together, the “**Relevant Parties**”) directly or indirectly in connection with the Global Offering other than those set out in the Sole Sponsor engagement letter, placing and sub-placing agreements and/or underwriting agreements (as the case may be) and the Prospectus;
- (b) No benefits (in whatever form, including rebate, discount, incentive, commission, loan or otherwise) have been or will be given by the relevant Intermediary (including its ultimate beneficial owner, subsidiaries, directors, senior management or their respective associates) to (aa) any other Intermediary or (bb) any of the placees (including the ultimate beneficial owners, subsidiaries, directors, senior management or the respective associates of the parties referred to in (aa) and (bb)) directly or indirectly in connection with the Global Offering other than those set out in the placing and sub-placing agreements and/or underwriting agreements (as the case may be) and the Prospectus; and
- (c) No side agreement, arrangement, undertaking or otherwise (verbal or written) has been or will be entered into by our Company (including its Controlling Shareholders, subsidiaries, Directors, senior management or their respective associates) and the Relevant Parties in connection with the Global Offering or any subsequent dealings in respect of the Company’s securities, other than those set out in the respective Sole Sponsor engagement letter, placing and sub-placing agreements and/or underwriting agreements (as the case may be) and the Prospectus.

Our Company undertakes that it will disclose the following in its first annual report published after the Listing and the annual report for the first full financial year after the Listing:

- (a) The details of any transactions between (i) our Company, our Controlling Shareholders, subsidiaries, Directors, senior management or their respective associates; and (ii) any of the Relevant Parties, consultants or advisers involved in the application of the Listing, commencing from the beginning of the respective financial years and ending on the date of such respective annual reports, or a negative statement where applicable; and
- (b) Where our Company or any of its subsidiaries is a party to the transaction(s) referred to in condition (a) above, the views of our Company's independent non-executive Directors and our compliance adviser on whether such transaction(s) was/were entered into in the ordinary and usual course of business of our Company and its subsidiaries, conducted on normal commercial terms and was/were in the interests of the Shareholders as a whole.