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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 Friday, 24 June 2022 (the “**Prospectus**”) issued by Xuan Wu Cloud Technology Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. 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.

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 to sell or solicitation of any offer to buy or subscribe for securities in the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered, sold, pledged or transferred in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable 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. The Offer Shares are being offered and sold outside the United States to non-U.S. person in offshore transactions in reliance on Regulation S under the U.S Securities Act.

In connection with the Global Offering, CMB International Global Markets Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising 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 Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be done at the absolute discretion of the Stabilising Manager, its affiliates 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 on Saturday, 30 July 2022, being the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. Such stabilization 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 (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 action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Saturday, 30 July 2022, being the 30th day after the last day 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 Representative (for itself and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their 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, 8 July 2022).

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Representative (on behalf of the International Underwriters). Pursuant to the Over-allotment Option, the International Underwriters will have the right, exercisable by the Representative (on behalf of the International Underwriters) at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering (being Saturday, 30 July 2022), to require the Company to issue up to an aggregate of 5,158,500 additional Offer Shares, representing approximately 15% of the number of Offer Shares initially available under the Global Offering at the Offer Price to cover over-allocations in the International Offering, if any.



Xuan Wu Cloud Technology Holdings Limited
玄武云科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	34,390,500 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	3,440,000 Shares (subject to reallocation)
Number of International Offer Shares	:	30,950,500 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$6.91 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.005%)
Nominal value	:	US\$0.0001 per Share
Stock code	:	2392

Sole Sponsor, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Joint Lead Manager



**IMPORTANT NOTICE TO INVESTORS:
FULLY ELECTRONIC APPLICATION PROCESS**

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

The Prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at cloud.wxchina.com. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at www.eipo.com.hk; or
- (2) apply through CCASS EIPO service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - i. instructing your **broker or custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - ii. (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and **White Form eIPO** Service Provider, Computershare Hong Kong Investor Services Limited, at +852 2862 8600 on the following dates:

Friday, 24 June 2022 — 9:00 a.m. to 9:00 p.m.
Monday, 27 June 2022 — 9:00 a.m. to 9:00 p.m.
Tuesday, 28 June 2022 — 9:00 a.m. to 9:00 p.m.
Wednesday, 29 June 2022 — 9:00 a.m. to 9:00 p.m.
Thursday, 30 June 2022 — 9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed Prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **White Form eIPO** service or the **CCASS EIPO** service must be for a minimum of 500 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

Xuan Wu Cloud Technology Holdings Limited

(Stock Code: 2392)

(HK\$6.91 per Hong Kong Offer Share)

NUMBER OF HONG KONG OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS

No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$
500	3,489.82	7,000	48,857.50	50,000	348,982.13	700,000	4,885,749.71
1,000	6,979.65	8,000	55,837.13	60,000	418,778.54	800,000	5,583,713.95
1,500	10,469.47	9,000	62,816.78	70,000	488,574.98	900,000	6,281,678.19
2,000	13,959.28	10,000	69,796.43	80,000	558,371.40	1,000,000	6,979,642.44
2,500	17,449.11	15,000	104,694.64	90,000	628,167.82	1,100,000	7,677,606.68
3,000	20,938.93	20,000	139,592.85	100,000	697,964.25	1,200,000	8,375,570.92
3,500	24,428.75	25,000	174,491.06	200,000	1,395,928.48	1,300,000	9,073,535.16
4,000	27,918.57	30,000	209,389.28	300,000	2,093,892.73	1,400,000	9,771,499.41
4,500	31,408.39	35,000	244,287.48	400,000	2,791,856.98	1,500,000	10,469,463.66
5,000	34,898.21	40,000	279,185.69	500,000	3,489,821.22	1,600,000	11,167,427.89
6,000	41,877.85	45,000	314,083.92	600,000	4,187,785.46	1,720,000 ⁽¹⁾	12,004,984.99

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

THE LISTING APPLICATION

We have applied to the Listing Committee for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option).

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 3,440,000 Shares (subject to reallocation) in Hong Kong, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering, and
- the International Offering of an aggregate of initially 30,950,500 Shares (subject to reallocation and the Over-Allotment Option) outside the United States in reliance on Regulation S, representing approximately 90% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18, the Representative may, at its sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications in Pool A and Pool B under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Hong Kong Stock Exchange, if such allocation is done other than pursuant to the clawback mechanism as described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation and clawback”, (i) the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering following such reallocation shall be not more than 6,880,000 Shares, representing approximately 20% of the total number of Offer Shares initially available under the Global Offering, and (ii) the final Offer Price shall be fixed at HK\$4.93 per Offer Share, being the low-end of the indicative Offer Price range set out in the Prospectus.

In connection with the Global Offering and pursuant to the International Underwriting Agreement, the Company is expected to grant to the International Underwriters, exercisable by the Representative on behalf of the International Underwriters, the Over-allotment Option, at any time from the Listing Date until Saturday, 30 July 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to issue and allot up to 5,158,500 additional Offer Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and on our website (cloud.wxchina.com), respectively.

PRICING

The Offer Price will not be more than HK\$6.91 per Offer Share and is expected to be not less than HK\$4.93 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Offer Shares are required to pay, on application, the maximum Offer Price of HK\$6.91 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and the Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$6.91 per Offer Share.

Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in the Prospectus.

EXPECTED TIMETABLE

Hong Kong Public Offering commences	9:00 a.m. on Friday, 24 June 2022
Latest time to complete electronic applications under White Form eIPO service through the designated website at www.eipo.com.hk	11:30 a.m. on Thursday, 30 June 2022
Application lists of the Hong Kong Public Offering open	11:45 a.m. on Thursday, 30 June 2022
Latest time for (a) completing payment for White Form eIPO applications by effecting internet banking transfer(s) or PPS payment transfer(s) and (b) giving electronic application instructions to HKSCC	12:00 noon on Thursday, 30 June 2022

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists close 12:00 noon on
Thursday, 30 June 2022

Expected Price Determination Date Thursday, 30 June 2022

(1) Announcement of the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering to be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company’s website at cloud.wxchina.com on or before Thursday, 7 July 2022

(2) An announcement of results of allocations in the Hong Kong Public Offering (with successful applicants’ identification document numbers, where appropriate) to be available through a variety of channels, including the website of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company’s website at cloud.wxchina.com (for details, please refer to the paragraph headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus) from Thursday, 7 July 2022

Results of allocations in the Hong Kong Public Offering will be available at www.iporesults.com.hk (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a “search by ID” function from 8:00 a.m. on Thursday, 7 July 2022 to 12:00 midnight on Wednesday, 13 July 2022

Results of allocations in the Hong Kong Public Offering to be available at telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. from Thursday, 7 July 2022 to Tuesday, 12 July 2022 (except Saturday, Sunday and public holiday in Hong Kong)

Share certificates in respect of wholly or partially
successful applications to be dispatched/collected or
deposited into CCASS on or before Thursday, 7 July 2022

White Form e-Refund payment
instructions/refund cheques in respect of wholly or
partially successful applications (if applicable)
or wholly or partially unsuccessful applications to be
dispatched/collected on or before Thursday, 7 July 2022

Dealings in the Shares on the Hong Kong Stock Exchange
expected to commence at 9:00 a.m. on Friday, 8 July 2022

Note: All times and dates refer to Hong Kong local times and dates, except as otherwise stated.

SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Hong Kong 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 Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second settlement 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. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

White Form eIPO service

You may submit your application to the **White Form eIPO** Service Provider at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 24 June 2022 until 11:30 a.m. on Thursday, 30 June 2022 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 30 June 2022 or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – 10. Effect of bad weather and/or Extreme Conditions on the opening of the application lists” in the Prospectus.

CCASS EIPO

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:⁽¹⁾

Friday, 24 June 2022	— 9:00 a.m. to 8:30 p.m.
Monday, 27 June 2022	— 8:00 a.m. to 8:30 p.m.
Tuesday, 28 June 2022	— 8:00 a.m. to 8:30 p.m.
Wednesday, 29 June 2022	— 8:00 a.m. to 8:30 p.m.
Thursday, 30 June 2022	— 8:00 a.m. to 12:00 noon

Note:

- (1) The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 24 June 2022 until 12:00 noon on Thursday, 30 June 2022 (24 hours daily, except on Thursday, 30 June 2022, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 30 June 2022, the last application day or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – 10. Effect of bad weather and/or Extreme Conditions on the opening of the application lists” in the Prospectus.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage, SFC transaction levy, FRC transaction levy and the Hong Kong Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Thursday, 7 July 2022.

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.

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

PUBLICATION OF RESULTS

We expect to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, 7 July 2022 on our website at cloud.wxchina.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration/certificate of incorporation numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$6.91 per Offer Share (excluding brokerage, SFC transaction levy, FRC transaction levy and the Hong Kong Stock Exchange trading fee thereon), or if the conditions of the Global Offering are not fulfilled in accordance with “Structure of the Global Offering – Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, FRC transaction levy and the Hong Kong Stock Exchange trading fee, will be refunded, without interest.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, 8 July 2022 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination referred to in the section headed “Underwriting” in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risks.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Friday, 8 July 2022 (Hong Kong time), dealings in the Shares are expected to commence at 9:00 a.m. on Friday, 8 July 2022 (Hong Kong time). The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 2392.

By order of the Board
Xuan Wu Cloud Technology Holdings Limited
Mr. Chen Yonghui
Chairman of the Board

Hong Kong, Friday, 24 June 2022

As at the date of this announcement, the Board comprises Mr. Chen Yonghui, Mr. Huang Fangjie, Mr. Li Hairong and Mr. Guo Haiqiu as executive Directors, Mr. Xu Xin as non-executive Director and Mr. Du Jianqing, Ms. Wu Ruifeng and Prof. Wu Jintao as independent non-executive Directors.