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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Thursday, September 28, 2023 (the “**Prospectus**”) of Shiyue Daotian Group 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 of the Company. 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.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The Offer Shares 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 securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold (1) solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

No stabilizing manager will be appointed, and it is anticipated that no stabilization activities will be carried out in relation to the Global Offering.

Potential investors of the Offer Shares should note that the Overall Coordinators, (for themselves and on behalf of the Hong Kong Underwriters) and the Joint Sponsors 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 – The 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 Thursday, October 12, 2023).



Shiyue Daotian Group Co., Ltd.
十月稻田集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares	: 53,407,500 H Shares
under the Global Offering	
Number of Hong Kong Offer Shares	: 5,341,200 H Shares (subject to reallocation)
Number of International Offer Shares	: 48,066,300 H Shares (subject to reallocation)
Maximum Offer Price	: HK\$15.8 per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015%, and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: RMB0.10 per H Share
Stock code	: 9676

Joint Sponsors, Overall Coordinators, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Morgan Stanley
摩 根 士 丹 利

 **CICC 中金公司**

 **中信建投國際**
CHINA SECURITIES INTERNATIONAL

**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 this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

This 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 www.shiyuedaotian.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

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

- (1) apply online via the **HK eIPO White Form** service in the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) or at www.hkeipo.hk; or
- (2) apply through the **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 Center at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

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 this 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 this prospectus is available online at the website addresses above.

THE LISTING APPLICATION

We have applied to the Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued pursuant to the Global Offering and the H Shares to be converted from Domestic Unlisted Shares.

Your application through the **HK eIPO White Form** service or the **CCASS EIPO** service must be for a minimum of 300 Hong Kong Offer Shares and in one of the numbers set out in the table below. You are required to pay the amount next to the number you select.

Shiyue Daotian Group Co., Ltd. (HK\$15.80 per Offer Share)							
NUMBER OF SHARES THAT MAY BE APPLIED FOR AND PAYMENTS							
No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>
300	4,787.81	4,500	71,817.05	60,000	957,560.58	450,000	7,181,704.36
600	9,575.61	6,000	95,756.06	75,000	1,196,950.73	600,000	9,575,605.80
900	14,363.40	7,500	119,695.08	90,000	1,436,340.86	750,000	11,969,507.26
1,200	19,151.21	9,000	143,634.08	120,000	1,915,121.15	900,000	14,363,408.70
1,500	23,939.02	10,500	167,573.10	150,000	2,393,901.46	1,200,000	19,151,211.60
1,800	28,726.82	12,000	191,512.11	180,000	2,872,681.75	1,500,000	23,939,014.50
2,100	33,514.62	13,500	215,451.13	210,000	3,351,462.04	1,800,000	28,726,817.40
2,400	38,302.42	15,000	239,390.15	240,000	3,830,242.32	2,100,000	33,514,620.30
2,700	43,090.22	30,000	478,780.29	270,000	4,309,022.61	2,400,000	38,302,423.20
3,000	47,878.03	45,000	718,170.44	300,000	4,787,802.90	2,670,600 ⁽¹⁾	42,621,021.41

Note:

(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 such application is liable to be rejected.

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- (i) the Hong Kong Public Offering of initially 5,341,200 Hong Kong Offer Shares (subject to reallocation), representing approximately 10% of the total number of Offer Shares initially available under the Global Offering; and
- (ii) the International Offering of initially 48,066,300 International Offer Shares (subject to reallocation), 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 is subject to reallocation as detailed in the section headed “*Structure of the Global Offering — The Hong Kong Public Offering — Reallocation*” in the Prospectus. In particular, the Overall Coordinators may at their discretion reallocate Offer Shares of the International Offering to 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 clawback mechanism as described in the section headed “*Structure of the Global Offering — The Hong Kong Public Offering — Reallocation*” in the Prospectus, 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 10,682,400 Offer Shares, representing approximately 20% of the total number of Offer Shares initially available under the Global Offering and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$13.0 per Offer Share) stated in the Prospectus. Further details on the circumstances under which the above guidance letter would apply are set out in the section headed “*Structure of the Global Offering*” in the Prospectus.

PRICING

The Offer Price will be no more than HK\$15.8 per Offer Share and is expected to be no less than HK\$13.0 per Offer Share unless to be otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the Offer Price of HK\$15.8 per Offer Share plus the brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565% payable on each Offer Share, subject to refund if the Offer Price as finally determined is less than HK\$15.80 per Offer Share.

EXPECTED TIMETABLE

Hong Kong Public Offering commences 9:00 a.m. on
Thursday, September 28, 2023

Latest time to complete electronic applications under
the **HK eIPO White Form** service through one of the below ways:

- (1) the **IPO App**, which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp
- (2) the designated website www.hkeipo.hk 11:30 a.m. on
Thursday, October 5, 2023

- Application lists of the Hong Kong Public Offering open 11:45 a.m. on
Thursday, October 5, 2023
- Latest time to give **electronic application instructions** to
HKSCC 12:00 noon on
Thursday, October 5, 2023
- Latest time to complete payment of **HK eIPO White Form**
applications by effecting Internet banking transfer(s) or
PPS payment transfer(s) 12:00 noon on
Thursday, October 5, 2023
- 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 of the Hong Kong Public Offering close 12:00 noon on
Thursday, October 5, 2023
- Expected Price Determination Date. Thursday, October 5, 2023
- Announcement of the Offer Price, an indication of the
level 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
to be published on the websites of the Stock Exchange
at www.hkexnews.hk and our Company at
www.shiyuedaotian.com on or before Wednesday, October 11, 2023
- Announcement of results of allocations in the Hong Kong
Public Offering (including successful applicants’
identification document numbers, where appropriate)
to be available through a variety of channels (as
described in the section headed “*How to Apply for
Hong Kong Offer Shares — 11. Publication of Results*”
in the Prospectus), including:
- in the announcement to be posted on our website at
www.shiyuedaotian.com and the Stock Exchange’s
website at www.hkexnews.hk, respectively Wednesday, October 11, 2023

- Results of allocations in the Hong Kong Public Offering to be available at “IPO Results” function in the **IPO App** or www.tricor.com.hk/ipo/result or www.hkeipo.hk/IPOResult with a “search by ID” function from 8:00 a.m. on Wednesday, October 11, 2023 to 12:00 midnight on Tuesday, October 17, 2023
- from the allocation results telephone enquiry line by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m. on Wednesday, October 11, 2023 to Monday, October 16, 2023 (excluding Saturday, Sunday and public holiday in Hong Kong)

HK eIPO White Form e-Auto Refund payment instructions/refund checks in respect of wholly or partially successful applications if the final Offer Price is less than the maximum Offer Price per Offer Share initially paid on application (if applicable) or wholly or partially unsuccessful applications to be dispatched/collected on or before Wednesday, October 11, 2023

Dispatch/collection of H Share certificates or deposit of H Share certificates into CCASS in respect of wholly or partially successful application under the Hong Kong Public Offering on or before Wednesday, October 11, 2023

Dealings in H Shares on the Stock Exchange to commence at 9:00 a.m. on Thursday, October 12, 2023

The application for the Hong Kong Offer Shares will commence on Thursday, September 28, 2023 through Thursday, October 5, 2023, being longer than normal market practice of 3.5 days. The application monies (including the brokerages, SFC transaction levies, AFRC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Wednesday, October 11, 2023. Investors should be aware that the dealings in the H Shares on the Stock Exchange are expected to commence on Thursday, October 12, 2023.

Note: Unless otherwise stated, all dates and times refer to Hong Kong local dates and times.

SETTLEMENT

Subject to the granting of, the listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H 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 H Shares on the Hong Kong Stock Exchange or on 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 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 H Shares to be admitted into CCASS. Prospective investors should seek the advice of their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

HK eIPO White Form service

Applicants applying through the **HK eIPO White Form** service may submit applications through the **IPO App** or the designated website at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, September 28, 2023 until 11:30 a.m. on Thursday, October 5, 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, October 5, 2023 or such later time as described under 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 service

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

Thursday, September 28, 2023	– 9:00 a.m. to 8:30 p.m.
Friday, September 29, 2023	– 8:00 a.m. to 8:30 p.m.
Tuesday, October 3, 2023	– 8:00 a.m. to 8:30 p.m.
Wednesday, October 4, 2023	– 8:00 a.m. to 8:30 p.m.
Thursday, October 5, 2023	– 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, September 28, 2023 until 12:00 noon on Thursday, October 5, 2023 (24 hours daily, except on Thursday, October 5, 2023, the last application day).

The latest time for inputting such **electronic application instructions** will be 12:00 noon on Thursday, October 5, 2023, 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.

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.

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, AFRC transaction levy and the Stock Exchange trading fee) will be held in (a) separate bank account(s) with the receiving bank or other licensed bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended) and the refund monies, if any, will be returned to the applicants without any interest on or before Wednesday, October 11, 2023.

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

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 the **IPO App** or the designated website (www.hkeipo.hk) for the **HK eIPO White Form** service.

PUBLICATION OF RESULTS

The Company expects to announce the final 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 the Hong Kong Offer Shares on Wednesday, October 11, 2023 on the Company’s website at www.shiyuedaotian.com and the website of the 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 under the Hong Kong Public Offering will be available at the times and dates and in the manner specified in the section “*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\$15.8 per Offer Share (excluding brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Global Offering are not fulfilled in accordance with the paragraph headed “*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, AFRC transaction levy and the Stock Exchange trading fee, will be refunded, without interest. Any refund of your application monies will be made on or before Wednesday, October 11, 2023.

No temporary document of title will be issued in respect of the H Shares. No receipt will be issued for sums paid on application. H Share certificates and refund cheques are expected to be posted on or before Wednesday, October 11, 2023 as further described in the section “*How to Apply for Hong Kong Offer Shares — 14. Despatch/Collection of H Share Certificates and Refund Monies*” in the Prospectus. H Share certificates will only become valid at 8:00 a.m. (Hong Kong time) on Thursday, October 12, 2023 provided that the Global Offering has become unconditional and the right of termination described in the section headed “*Underwriting*” in the Prospectus has not been exercised. Investors who trade H Shares prior to the receipt of H Share certificates or the H Share certificates becoming valid do so at their own risk.

Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, October 12, 2023, it is expected that dealings in the H Shares on the Hong Kong Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Thursday, October 12, 2023.

The H Shares will be traded in board lots of 300 H Shares each and the stock code of the H Shares will be 9676.

By order of the Board
Shiyue Daotian Group Co., Ltd.
十月稻田集團股份有限公司
Mr. Wang Bing
Chairman and Executive Director

Hong Kong, Thursday, September 28, 2023

As at the date of this announcement, the Board of Directors of the Company comprises: (i) Mr. Wang Bing, Ms. Zhao Wenjun, Ms. Zhao Shulan, Mr. Shu Minghe and Mr. Zou Hao as executive Directors; (ii) Mr. Chang Bin as a non-executive Director; and (iii) Mr. Shi Ketong, Mr. Yeung Chi Tat and Mr. Lin Chen as proposed independent non-executive Directors.