

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

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# 明源雲

## 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)

(Stock Code: 909)

## FULL EXERCISE OF THE OVER-ALLOTMENT OPTION STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

### FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus dated 15 September 2020 and the allotment results announcement dated 24 September 2020 (the “**Announcement**”) has been fully exercised by the Joint Global Coordinators, on behalf of the International Underwriters, on 16 October 2020, in respect of an aggregate of 56,130,000 Shares (the “**Over-allotment Shares**”), representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

The Over-allotment Shares will be allotted and issued by the Company at HK\$16.5 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

## **STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

The Company further announces that the stabilization period in connection with the Global Offering ended on Sunday, 18 October 2020, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

The stabilizing actions undertaken by China International Capital Corporation Hong Kong Securities Limited, the Stabilizing Manager, its affiliates or any person acting for it during the stabilization period are set out below:

- (i) over-allocations of an aggregate of 56,130,000 Shares in the International Offering, representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) borrowing of an aggregate of 56,130,000 Shares by the Stabilizing Manager from GHTongRui Investment Limited, a controlling shareholder of the Company, pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering. Such Shares will be returned and redelivered to GHTongRui Investment Limited in accordance with the terms of the Stock Borrowing Agreement; and
- (iii) full exercise of the Over-allotment Option by the Joint Global Coordinators (on behalf of the International Underwriters) on 16 October 2020, in respect of an aggregate of 56,130,000 Shares, representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price of HK\$16.5 per Share, to facilitate the return in full to GHTongRui Investment Limited of the 56,130,000 borrowed Shares which were used to cover the over-allocations in the International Offering.

## **FULL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus and the Announcement has been fully exercised by the Joint Global Coordinators, on behalf of the International Underwriters, on 16 October 2020 in respect of an aggregate of 56,130,000 Shares, representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

Pursuant to the stock borrowing agreement dated 19 September 2020 entered into between the Stabilizing Manager and GHTongRui Investment Limited (“**Stock Borrowing Agreement**”), the Stabilizing Manager has borrowed 56,130,000 Shares from GHTongRui Investment Limited to cover over-allocations in the International Offering.

The Over-allotment Shares will be allotted and issued by the Company at HK\$16.5 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return in full to GHTongRui Investment Limited of the 56,130,000 borrowed Shares which were used to cover the over-allocations in the International Offering.

## Approval of Listing

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 21 October 2020.

## Shareholding Structure of the Company upon the Full Exercise of the Over-allotment Option

The shareholding structure of the Company immediately before and after the completion of the allotment and issue of the Over-allotment Shares pursuant to the Over-allotment Option is as follows:

	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of issued Shares	Approximate % of total issued share capital	Number of issued Shares	Approximate % of total issued share capital
GHTongRui Investment Limited	395,523,600	21.14%	395,523,600	20.52%
HengXinYuan Investment Limited	296,644,800	15.86%	296,644,800	15.39%
LINGFAN Investment Limited	186,826,600	9.99%	186,826,600	9.69%
MYC United Power Investment Holdings Limited	128,562,800	6.87%	128,562,800	6.67%
Beijing Chenchuang Management Consultation Center (Limited Partnership)	111,948,000	5.98%	111,948,000	5.81%
MYC Brilliant Alliance Investment Holdings Limited	105,523,200	5.64%	105,523,200	5.48%
MYC Marvellous Limited	74,840,800	4.00%	74,840,800	3.88%
PROFITECH INVESTMENTS LIMITED	70,097,370	3.75%	70,097,370	3.64%
JIABAOSZ Investment Limited	48,321,000	2.58%	48,321,000	2.51%
MYC Blooming Success Investment Holdings Limited	38,700,000	2.07%	38,700,000	2.01%
Glodon (Hongkong) Software Limited	20,027,820	1.07%	20,027,820	1.04%
MYC Prosperity Investment Holdings	19,800,000	1.06%	19,800,000	1.03%
Other Public Shareholders	374,204,000	20.00%	430,334,000	22.33%
<b>Total</b>	<b>1,871,019,990</b>	<b>100.00%</b>	<b>1,927,149,990</b>	<b>100.00%</b>

## **Use of Proceeds**

The additional net proceeds of approximately HK\$893.7 million to be received by the Company from the allotment and issue of the Over-allotment Shares after deducting the underwriting commissions and other offering expenses relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed “*Future Plans and Use of Proceeds*” in the Prospectus.

## **STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

The Company further announces that the stabilization period in connection with the Global Offering ended on Sunday, 18 October 2020, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

The stabilizing actions undertaken by China International Capital Corporation Hong Kong Securities Limited, the Stabilizing Manager, its affiliates or any person acting for it during the stabilization period are set out below:

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- (ii) borrowing of an aggregate of 56,130,000 Shares by the Stabilizing Manager from GHTongRui Investment Limited, a controlling shareholder of the Company, pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering. Such Shares will be returned and redelivered to GHTongRui Investment Limited in accordance with the terms of the Stock Borrowing Agreement; and
- (iii) full exercise of the Over-allotment Option by the Joint Global Coordinators (on behalf of the International Underwriters) on 16 October 2020, in respect of an aggregate of 56,130,000 Shares, representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price of HK\$16.5 per Share, to facilitate the return in full to GHTongRui Investment Limited of the 56,130,000 borrowed Shares which were used to cover the over-allocations in the International Offering.

## **PUBLIC FLOAT**

Immediately following the allotment and issue of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules.

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

Hong Kong, 18 October 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.*