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Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated March 21, 2023 (the “**Prospectus**”) of Powerwin Tech Group 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 any of the securities of the Company. This announcement is not a prospectus. 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. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

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 or distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law, nor is this announcement an offer for sale or solicitation to purchase or subscribe for securities in the United States or any other jurisdictions. 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 any applicable state securities laws, and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the U.S. Securities Act (the “**Regulation S**”)) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S. There will be no public offering of the Offer Shares in the United States.

In connection with the Global Offering, GF Securities (Hong Kong) Brokerage Limited, as stabilizing manager (the “**Stabilizing Manager**”), or any of its affiliates 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 of its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end within 30 days from the last date for the lodging of applications under the Hong Kong Public Offering. Such stabilizing 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 stabilizing 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 Sunday, April 23, 2023, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date when no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related application form. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong.

Potential investors of the Offer Shares should note that the Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting – Underwriting Arrangements – 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, March 31, 2023).

In connection with the Global Offering, the Company is expected to grant to the International Underwriters the Over-allotment Option, exercisable by the Overall Coordinator (in its sole and absolute discretion 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 Sunday, April 23, 2023), pursuant to which the Company may be required to allot and issue up to an aggregate of 30,000,000 additional Offer Shares, representing not more than 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Placing, if any.



## POWERWIN TECH GROUP LIMITED

力盟科技集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 200,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 20,000,000 Shares (subject to adjustment)
Number of International Placing Shares	: 180,000,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$0.75 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.01 per Share
Stock Code	: 2405

#### *Sole Sponsor*



*Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager*



*Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers*



*Joint Bookrunner and 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 Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at [www.empowerwin.com](http://www.empowerwin.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 **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](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)) or at [www.hkeipo.hk](http://www.hkeipo.hk);
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, included 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.

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 **HK eIPO White Form** service or the **CCASS EIPO** service must be for a minimum of 4,000 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.

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>
4,000	3,030.25	80,000	60,605.10	700,000	530,294.63	5,000,000	3,787,818.76
8,000	6,060.51	100,000	75,756.38	800,000	606,051.00	6,000,000	4,545,382.50
12,000	9,090.76	120,000	90,907.66	900,000	681,807.38	7,000,000	5,302,946.26
16,000	12,121.02	140,000	106,058.93	1,000,000	757,563.76	8,000,000	6,060,510.00
20,000	15,151.28	160,000	121,210.20	1,500,000	1,136,345.63	9,000,000	6,818,073.76
24,000	18,181.54	180,000	136,361.48	2,000,000	1,515,127.50	10,000,000 <sup>(1)</sup>	7,575,637.50
28,000	21,211.79	200,000	151,512.76	2,500,000	1,893,909.38		
32,000	24,242.05	300,000	227,269.13	3,000,000	2,272,691.26		
36,000	27,272.30	400,000	303,025.50	3,500,000	2,651,473.13		
40,000	30,302.56	500,000	378,781.88	4,000,000	3,030,255.00		
60,000	45,453.83	600,000	454,538.26	4,500,000	3,409,036.88		

*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 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 Capitalization Issue and the 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 20,000,000 Shares (subject to adjustment) in Hong Kong, representing 10% of the total number of Offer Shares initially available under the Global Offering; and
- the International Placing of initially 180,000,000 Shares (subject to adjustment and the Over-allotment Option), representing 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 Placing will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, the Overall Coordinator may, at its discretion, reallocate Offer Shares initially allocated for the International Placing 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. In the event that (i) the International Placing Shares are undersubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times; or (ii) the International Placing Shares are fully subscribed or oversubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed by less than 15 times of the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering provided that the Offer Price would be set at HK\$0.65 (low-end of the indicative Offer Price Range stated in the Prospectus), up to 20,000,000 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Placing, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 40,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option).

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which will be exercisable by the Overall Coordinator (in its sole and absolute discretion on behalf of the International Underwriters) at any time from the Listing Date until Sunday, April 23, 2023, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Pursuant to the Over-allotment Option, the Company may be required to allot and issue up to 30,000,000 additional Offer Shares, representing not more than 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Placing, if any.

Assuming that the Global Offering becomes unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised at or before 8:00 a.m. in Hong Kong on Friday, March 31, 2023 (Hong Kong time), it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, March 31, 2023 (Hong Kong time). In the event 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](http://www.hkexnews.hk) and the website of the Company at [www.empowerwin.com](http://www.empowerwin.com).

## **PRICING**

The Offer Price will be no more than HK\$0.75 per Offer Share and is expected to be no less than HK\$0.65 per Offer Share unless to be otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.75 plus brokerage of 1.0%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and the AFRC transaction levy of 0.00015%, subject to refund if the Offer Price as finally determined is less than HK\$0.75 per Offer Share.

## EXPECTED TIMETABLE<sup>(1)</sup>

Hong Kong Public Offering commences . . . . . 9:00 a.m. on Tuesday, March 21, 2023

Latest time to complete electronic applications under the **HK eIPO White Form** service through one of the following 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](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)

(2) the designated website [www.hkeipo.hk](http://www.hkeipo.hk) . . . . . 11:30 a.m. on Friday, March 24, 2023

Application lists open . . . . . 11:45 a.m. on Friday, March 24, 2023

Latest time to (i) complete payment for **HK eIPO White Form** applications by effecting internet banking transfers(s) or PPS payment transfer(s), and (ii) give **electronic application instructions** to HKSCC . . . . . 12:00 noon on Friday, March 24, 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 close . . . . . 12:00 noon on Friday, March 24, 2023

Expected Price Determination Date . . . . . Friday, March 24, 2023

Announcement of the final Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares is published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company at [www.empowerwin.com](http://www.empowerwin.com) on or before . . . . . Thursday, March 30, 2023



Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) are available through a variety of channels as described in the section headed "How to Apply for Hong Kong Offer Shares – D. Publication of Results" in the Prospectus from . . . . . Thursday, March 30, 2023

Results of allocations in the Hong Kong Public Offering are available from the "IPO Results" function in the **IPO App** or at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) or [www.hkeipo.hk/IPOResult](http://www.hkeipo.hk/IPOResult) with a "search by ID" function from . . . . . Thursday, March 30, 2023

Dispatch or collection of Share certificates, deposit of Share certificates into CCASS and refund cheques or **HK eIPO White Form** e-Auto Refund payment instructions (if applicable) on or before. . . . . Thursday, March 30, 2023

Dealings in Shares on the Stock Exchange are expected to commence at . . . . . 9:00 a.m. on Friday, March 31, 2023

*Note:*

(1) Unless otherwise stated, all times and dates refer to Hong Kong local times and dates.

## **SETTLEMENT**

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 such other date as may be 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 Shares to be admitted into CCASS. Investors should seek 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

### HK eIPO White Form service

You may submit your application through the **HK eIPO White Form** service in the **IPO App** or on the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last day for applications) from 9:00 a.m. on Tuesday, March 21, 2023 until 11:30 a.m. on Friday, March 24, 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, March 24, 2023, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – C. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

### CCASS EIPO service<sup>(1)</sup>

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

<b>Tuesday, March 21, 2023</b>	<b>– 9:00 a.m. to 8:30 p.m.</b>
<b>Wednesday, March 22, 2023</b>	<b>– 8:00 a.m. to 8:30 p.m.</b>
<b>Thursday, March 23, 2023</b>	<b>– 8:00 a.m. to 8:30 p.m.</b>
<b>Friday, March 24, 2023</b>	<b>– 8:00 a.m. to 12:00 noon</b>

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, March 21, 2023 until 12:00 noon on Friday, March 24, 2023 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, March 24, 2023, being the last application day or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – C. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

#### *Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing Participants, CCASS Custodian Participants and/or CCASS Investor Participants.

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 fee, SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy) will be held by the receiving bank 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, March 30, 2023.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of 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, the IPO App and 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 indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, March 30, 2023 on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.empowerwin.com](http://www.empowerwin.com).

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 – D. 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\$0.75 per Offer Share (excluding the brokerage fee, the SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy payable thereon) paid on application, or if the conditions of the Global Offering are not fulfilled in accordance with “Structure of the Global Offering – Conditions of the Global Offering” of the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy, will be refunded, without interest.

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, March 31, 2023, provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with their respective terms at or before that time. Investors who trade Shares on the basis of publicly available allocation details or prior to the receipt of the Share certificates or prior to the Share certificates becoming valid do so entirely at their own risk.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, March 31, 2023 (Hong Kong time). The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 2405.

By order of the Board  
**Powerwin Tech Group Limited**  
**Li Xiang**

*Chairman, Chief Executive Officer and Executive Director*

Tuesday, March 21, 2023

*As at the date of this announcement, the Board comprises Mr. Li Xiang and Ms. Yu Lu as executive Directors; Ms. Zhao Yan, Mr. Gong Peiyue and Mr. Li Kwok Tai James as independent non-executive Directors.*