

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this Document, you should seek independent professional advice.

XTransfer Extransfer Limited

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

[REDACTED]

Number of [REDACTED] under the [REDACTED]	: [REDACTED] (subject to the [REDACTED])
Number of [REDACTED]	: [REDACTED] (subject to reallocation)
Number of [REDACTED]	: [REDACTED] (subject to reallocation and the [REDACTED])
Maximum [REDACTED]	: HK\$[REDACTED] per [REDACTED], plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on [REDACTED] in Hong Kong dollars and subject to refund)
Nominal Value [REDACTED]	: US\$0.000005 per Share
[REDACTED]	: [REDACTED]

Joint Sponsors, Sponsor-Overall Coordinators, [REDACTED]



UBS 瑞銀集團



CICC 中金公司

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A copy of this Document, having attached thereto the documents specified in the section headed “Documents Delivered to the Registrar of Companies and Available on Display” in Appendix V to this Document, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this Document or any other document referred to above.

The final [REDACTED] is expected to be fixed by agreement between the Overall Coordinators (for themselves and on behalf of the [REDACTED]) and the Company on the [REDACTED], which is expected to be on or before [REDACTED] (Hong Kong time). The [REDACTED] will be no more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED] unless otherwise announced. If, for any reason, the final [REDACTED] is not agreed by 12:00 noon on [REDACTED] (Hong Kong time) between the Overall Coordinators (for themselves and on behalf of the [REDACTED]) and the Company, the [REDACTED] will not proceed and will lapse.

The Overall Coordinators, on behalf of the [REDACTED], may, where considered appropriate and with the Company’s consent, reduce the number of [REDACTED] and/or the indicative [REDACTED] below that which is stated in this Document (which is HK\$[REDACTED] to HK\$[REDACTED] at any time on or prior to the morning of the last day for lodging [REDACTED] under the [REDACTED]). In such a case, an announcement will be published on the website of our Company at www.xtransfer.com and on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and the [REDACTED] will be canceled and relaunched at the revised number of [REDACTED] and/or the revised [REDACTED] in accordance with the requirements under Rule 11.13 of the Listing Rules (which include the issue of a supplemental or a new Document (as appropriate)) as soon as practicable following the decision to make such reduction, and in any event, we will announce the decision to make such reduction not later than the morning of the day which is the last day for lodging [REDACTED] under the [REDACTED]. Further details are set forth in the sections headed “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” in this Document.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the Overall Coordinators (for themselves and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. See “[REDACTED]” in this Document.

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be [REDACTED], [REDACTED], pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and [REDACTED] in the United States and to U.S. persons in reliance on Rule 144A, or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, only to QIBs. The [REDACTED] may be [REDACTED], [REDACTED] or [REDACTED] outside the United States to non-U.S. persons in offshore transactions in accordance with Regulation S.

Our Company will be controlled through weighted voting rights upon [REDACTED]. Prospective [REDACTED] should be aware of the potential risks of [REDACTED] in a company with a WVR structure, in particular that the WVR Beneficiary, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of our Shareholders’ resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with the WVR structure, see “Risk Factors — Risks Related to the WVR Structure” in this Document. Prior to making an [REDACTED] decision, prospective [REDACTED] should consider carefully all of the information set out in this Document, including the risk factors set out in the section headed “Risk Factors” in this Document.

[REDACTED]

[REDACTED]

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[REDACTED]

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[REDACTED]