
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

Kwong Man Kee Group Limited

鄺文記集團有限公司

(incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER

Number of Offer Shares under the Share Offer	:	150,000,000 Shares
Number of Public Offer Shares	:	45,000,000 Shares (subject to reallocation)
Number of Placing Shares	:	105,000,000 Shares (subject to reallocation)
Offer Price	:	Not more than HK\$0.50 per Offer Share and expected to be not less than HK\$0.40 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollar and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	8023

Sponsor



Alliance Capital Partners Limited
同人融資有限公司

Joint Bookrunners and Joint Lead Managers



UPBEST SECURITIES COMPANY LIMITED



Alliance Capital Partners Limited
同人融資有限公司

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed “Documents Delivered to the Registrar of Companies and Available for Inspection” in Appendix V to this prospectus, has been registered with 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 Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of this prospectus or any of the other documents referred to above.

The Offer Price is currently expected to be fixed by an agreement between our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) at or before 5:00 p.m. on Thursday, 6 October 2016 (Hong Kong time) or such later date or time as may be agreed by the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company but in any event no later than 5:00 p.m. on Tuesday, 11 October 2016 (Hong Kong time). The Offer Price is currently expected to be not more than HK\$0.50 per Offer Share and not less than HK\$0.40 per Offer Share. The Joint Lead Managers (for themselves and on behalf of the Underwriters) may, with the consent of our Company, reduce the indicative Offer Price range stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Public Offer. In such a case, a notice of the reduction of the indicative Offer Price range will be published on the GEM website at www.hkgem.com and our Company’s website at www.kwongmankee.com.hk not later than the morning of the day which is the last day for lodging applications under the Public Offer. If, for any reason, the Offer Price is not agreed between our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) at or before 5:00 p.m. on Tuesday, 11 October 2016 (Hong Kong time), the Share Offer will not become unconditional and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including but not limited to the risk factors set out in the section headed “Risk Factors” in this prospectus.

Prospective investors of the Offer Shares should note that the Underwriters are entitled to terminate their obligations under the Public Offer Underwriting Agreement by notice in writing given by the Joint Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the section headed “Underwriting – Public Offer underwriting arrangements and expenses – Grounds for termination” in this prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

30 September 2016