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## IMPORTANT

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

# Ying Hai Group Holdings Company Limited 羸海集團控股有限公司

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

## LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

**Number of Offer Shares : 300,000,000 Shares**  
**Number of Placing Shares : 270,000,000 Shares (subject to reallocation)**  
**Number of Public Offer Shares : 30,000,000 Shares (subject to reallocation)**  
**Offer Price : Not more than HK\$0.24 per Offer Share and expected to be not less than HK\$0.20 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**  
**Nominal value : HK\$0.01 each**  
**Stock code : 8668**

### Sole Sponsor



### Sole Bookrunner and Joint Lead Manager



### Joint Lead Manager



### Co-Managers



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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 paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" 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 Securities and Futures Commission and the Registrar of Companies in 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 expected to be determined by agreement between our Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) on the Price Determination Date, which is expected to be on or around Wednesday, 18 September 2019 and in any event not later than Tuesday, 24 September 2019. The Offer Price will not be more than HK\$0.24 per Offer Share and is currently expected to be not less than HK\$0.20 per Offer Share, unless otherwise announced. If, for any reason, our Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price by Tuesday, 24 September 2019, the Share Offer will not proceed and will lapse immediately.

The Sole Bookrunner (for itself and on behalf of the Underwriters), with our Company's consent, may reduce the indicative Offer Price range stated in this prospectus and/or the number of Offer Shares being offered at any time prior to the Price Determination Date, which is expected to be on or around Wednesday, 18 September 2019. In such a case, a notice of the reduction of the indicative Offer Price range and/or the number of Offer Shares will be published on website of our Company at [www.yinghaiholding.com](http://www.yinghaiholding.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), not later than the Price Determination Date, which is expected to be on or around Wednesday, 18 September 2019.

Prior to making an investment decision, prospective investors should carefully consider all the information set out in this prospectus, including the risk factors set out in the section headed "Risk factors" in this prospectus.

Prospective investors of the Share Offer should note that the Sole Sponsor and/or the Sole Bookrunner (for itself and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreements by notice in writing to our Company, upon the occurrence of any of the events set forth under the paragraph headed "Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

13 September 2019