

IMPORTANT

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

WEIli Holdings Limited 偉立控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Total number of Offer Shares	:	200,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	:	20,000,000 Shares (subject to re-allocation)
Number of Placing Shares	:	180,000,000 Shares (subject to re-allocation and the Over-allotment Option)
Offer Price	:	Not more than HK\$0.67 per Offer Share and expected to be not less than HK\$0.63 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	2372

Sponsor



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



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 by the Registrar of Companies in Hong Kong as required under 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 other documents referred to above.

The Offer Price is expected to be determined by agreement between our Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on the Price Determination Date or such later date as may be agreed between our Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) but in any event no later than Monday, 27 June 2022. The Offer Price will be not more than HK\$0.67 per Offer Share and is expected to be not less than HK\$0.63 per Offer Share, unless otherwise announced.

The Joint Bookrunners may, with consent of our Company, reduce the number of Offer Shares under the Share Offer and/or 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 reduction in the number of Offer Shares and/or the indicative Offer Price range will be published on the website of the Stock Exchange at www.hkexnews.hk and website of our Company at www.weilholdings.com not later than the morning of the last day for lodging applications under the Public Offer. Details of the arrangement will then be announced by our Company as soon as practicable. Further details are set out in the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in this prospectus.

If, for any reason, the Offer Price is not agreed between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and our Company on or before Monday, 27 June 2022, the Share Offer will not become unconditional and will lapse immediately.

Prior to making an investment decision, prospective investors should consider carefully all the information set out in this prospectus, including risk factors set out in the section headed "Risk Factors". Pursuant to the Public Offer Underwriting Agreement, the Joint Bookrunners have the right in certain circumstances to terminate the obligations of the Public Offer Underwriters at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further details of such circumstances are set out in the section headed "Underwriting — Underwriting arrangements and expenses — The Public Offer — Grounds for termination" in this prospectus.

ATTENTION

We have adopted a fully electronic application process for the Share Offer. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Share Offer.

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk and our website www.weilholdings.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

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IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

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This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at www.weilholdings.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Public Offer Shares, you may:

- (1) apply online through the **eWhite Form** service at www.ewhiteform.com.hk;
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including 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 Public 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.

If you have any question about the application for the Public Offer Shares, you may call the enquiry hotline of our Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at +852 2153 1688 on the following dates and times:

Friday, 17 June 2022	—	9:00 a.m. to 6:00 p.m.
Monday, 20 June 2022	—	9:00 a.m. to 6:00 p.m.
Tuesday, 21 June 2022	—	9:00 a.m. to 6:00 p.m.
Wednesday, 22 June 2022	—	9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Public Offer Shares by the public. The contents of the electronic version of this 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 (Chapter 32 of the Laws of Hong Kong).

If you are an **intermediary, broker** or **agent**, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Public Offer Shares” in this prospectus for further details of the procedures through which you can apply for the Public Offer Shares electronically.

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Your application must be for a minimum of 4,000 Public 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.

Number of Public Offer Shares applied for	Amount payable on application (HK\$)	Number of Public Offer Shares applied for	Amount payable on application (HK\$)	Number of Public Offer Shares applied for	Amount payable on application (HK\$)
4,000	2,707.00	80,000	54,140.21	1,000,000	676,752.60
8,000	5,414.02	100,000	67,675.26	1,200,000	812,103.12
12,000	8,121.03	120,000	81,210.31	1,400,000	947,453.64
16,000	10,828.05	140,000	94,745.36	1,600,000	1,082,804.15
20,000	13,535.05	160,000	108,280.41	1,800,000	1,218,154.67
24,000	16,242.05	180,000	121,815.47	2,000,000	1,353,505.19
28,000	18,949.08	200,000	135,350.52	3,000,000	2,030,257.79
32,000	21,656.08	300,000	203,025.78	4,000,000	2,707,010.38
36,000	24,363.10	400,000	270,701.04	6,000,000	4,060,515.57
40,000	27,070.10	600,000	406,051.55	8,000,000	5,414,020.76
60,000	40,605.16	800,000	541,402.07	10,000,000 ^{Note}	6,767,525.95

Note: Maximum number of Public Offer Shares you may apply for.

No application for any other number of Public Offer Shares will be considered and any such application is liable to be rejected.