

IMPORTANT

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



Fenbi Technology Ltd.

粉筆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

[REDACTED]

Total number of [REDACTED] under : [REDACTED] Shares (subject to the the [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to adjustment)
Number of [REDACTED] : [REDACTED] Shares (subject to adjustment and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per Share, plus brokerage of 1%, 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 : US\$[0.00001] per Share
[REDACTED] : [REDACTED]

Joint Sponsors, [REDACTED]



(in no particular order)

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A copy of this document, having attached thereto the documents specified in “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 of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any of the other documents referred to above.

The [REDACTED] is expected to be fixed by agreement among the [REDACTED], the [REDACTED] (for themselves and on behalf of the [REDACTED]) and our Company on or before [REDACTED] or such later time as may be agreed between the parties, but in any event, no later than [REDACTED]. Applicants for [REDACTED] are required to pay, on application, the maximum [REDACTED] of HK\$[REDACTED] for each [REDACTED] together with brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%, subject to refund if the [REDACTED] is lower than HK\$[REDACTED]. If, for any reason, the [REDACTED], the [REDACTED] (for themselves and on behalf of the [REDACTED]) and our Company are unable to reach an agreement on the [REDACTED] by [REDACTED], the [REDACTED] will not become unconditional and will lapse immediately. The [REDACTED] will be not more than HK\$[REDACTED] per Share and is expected to be not less than HK\$[REDACTED] per Share.

The [REDACTED] and the [REDACTED] (for themselves and on behalf of the [REDACTED]), may, with the consent of our Company, reduce the number of [REDACTED] and/or the indicative [REDACTED] range stated in this document at any time prior to the morning of the last date for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] and/or the [REDACTED] range will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.fenbi.com as soon as practicable but in any event not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. For further information, see “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” in this document.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this document, and in particular, the risk factors set out in “Risk Factors.”

The obligations of the [REDACTED] under the [REDACTED] to [REDACTED] for, and to procure applicants for the [REDACTED] for, the [REDACTED], are subject to termination by the [REDACTED] and the [REDACTED] (for themselves and on behalf of the [REDACTED]), if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Further details of such grounds are set out in “[REDACTED] — [REDACTED].” It is important that you refer to that section for further details.

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 offered, sold, pledged or transferred within the United States or to, or for the account or benefit of US 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 offered and sold (1) solely to QIBs in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act and (2) outside of the United States in offshore transactions in reliance on Regulation S.

[REDACTED]

[REDACTED]

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[REDACTED]