

IMPORTANT

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



Flowing Cloud Technology Ltd 飛天雲動科技有限公司

(Incorporated in the Cayman Islands with limited liability)

[REDACTED]

- Number of [REDACTED] under the [REDACTED] : [REDACTED] Shares (subject to the [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to [REDACTED] and the [REDACTED])
[REDACTED] : Not more than [REDACTED] per [REDACTED], and expected to be not less than [REDACTED] per [REDACTED], plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : US\$0.00001 per Share
[REDACTED] : [REDACTED]

Sole Sponsor and [REDACTED]



[REDACTED] and [REDACTED]

[•]

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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 [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered, sold, pledged, or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] may be offered, sold or delivered outside of the United States in offshore transactions in accordance with Regulation S.

The final [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for itself and on behalf of the [REDACTED]) and our Company on the [REDACTED]. The [REDACTED] is expected to be on or around [REDACTED], [REDACTED] and, in any event, not later than [REDACTED]. The [REDACTED] will be not more than [REDACTED] and is currently expected to be not less than [REDACTED] unless otherwise announced. Applicants for [REDACTED] are required to pay, on application, the [REDACTED] of [REDACTED] for each [REDACTED] together with a brokerage fee of 1%, a SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015% subject to refund.

Prior to making an investment decision, prospective investors 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.

The [REDACTED] (for itself and on behalf of the [REDACTED]), with our consent, may reduce the number of [REDACTED] being offered under the [REDACTED] and/or the indicative [REDACTED] below that stated in this document 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 announced on the website of the Stock Exchange at www.hkexnews.hk and our Company’s website at www.ophver.com not later than the morning of the last day for lodging applications under the [REDACTED]. Details of the arrangement will then be announced by us as soon as practicable. If applications for [REDACTED] have been submitted prior to the day which is the last day for lodging applications under the [REDACTED], then even if the number of [REDACTED] in the [REDACTED] and/or the indicative [REDACTED] is so reduced, such applications cannot be subsequently withdrawn. If, for any reason, the [REDACTED] is not agreed between the [REDACTED] (for itself and on behalf of the [REDACTED]) and our Company, the [REDACTED] (including the [REDACTED]) will lapse and will not proceed. For further information, please see the sections headed “[REDACTED]” and “How to Apply for [REDACTED]”.

The obligations of the Hong Kong [REDACTED] under the Hong Kong [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the Hong Kong [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Please see the paragraph headed “[REDACTED] — [REDACTED] Arrangements and Expenses — [REDACTED] — Grounds for Termination.”

ATTENTION

We have adopted a fully [REDACTED] process for the [REDACTED]. We will not provide printed copies of this document or printed copies of any [REDACTED] to the public in relation to the [REDACTED].

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

[REDACTED]

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