

# IMPORTANT

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



## WK Group (Holdings) Limited

泓基集團(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

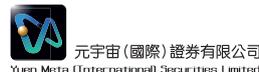
### SHARE OFFER

**Total number of Offer Shares** : 500,000,000 Shares (subject to the Over-allotment Option)  
**Number of Public Offer Shares** : 50,000,000 Shares (subject to re-allocation)  
**Number of Placing Shares** : 450,000,000 Shares (subject to re-allocation and the Over-allotment Option)  
**Offer Price** : Not more than HK\$0.27 per Offer Share and expected to be not less than HK\$0.25 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application and subject to refund)  
**Nominal value** : HK\$0.01 per Share  
**Stock code** : 2535

#### Sponsor



#### Overall Coordinators, Joint Bookrunners and Joint Lead Managers



#### Joint Bookrunners and Joint Lead Managers



#### Co-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 VI 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 Overall Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or before 12:00 noon on Wednesday, 6 March 2024. The Offer Price will be not more than HK\$0.27 per Offer Share and is expected to be not less than HK\$0.25 per Offer Share, unless otherwise announced. If, for any reason, the Offer Price is not agreed between the Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company by 12:00 noon on Wednesday, 6 March 2024, the Share Offer will not become unconditional and will lapse immediately.

The Overall Coordinators (for themselves and on behalf of the Underwriters) may, with the consent of our Company, reduce the number of Offer Shares 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 the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published on our website at [www.wing-kei.com.hk](http://www.wing-kei.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) not later than the morning of the last day for lodging applications under the Public Offer. Further details are set forth in the sections headed "Structure and conditions of the Share Offer" and "How to Apply for Public Offer Shares" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred, except pursuant to the exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable United States securities laws. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S.

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 Overall Coordinators (for themselves and on behalf of the Underwriters) 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".

#### ATTENTION

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

This prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.wing-kei.com.hk](http://www.wing-kei.com.hk). If you require a printed copy of this prospectus, you may download and print from the website addresses above.

## IMPORTANT

### IMPORTANT NOTICE TO INVESTORS OF PUBLIC OFFER SHARES FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Public Offer and below are the procedures for application.

This prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “HKEXnews> New Listings> New Listing Information” section, and our website at [www.wing-kei.com.hk](http://www.wing-kei.com.hk).

To apply for Public Offer Shares, you may use one of the following application channels:

| Application Channel | Platform   | Target Investors  | Application Time   |
|---------------------|--|---|--|
| eWhite Form service | <a href="http://www.ewhiteform.com.hk">www.ewhiteform.com.hk</a><br>Enquiries:<br>+852 2153 1688   | Investors who would like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in your own name.  | From 9:00 a.m. on Thursday, 29 February 2024 to 11:30 a.m. on Tuesday, 5 March 2024, Hong Kong time.<br><br>The latest time for completing full payment of application monies will be 12:00 noon on Tuesday, 5 March 2024, Hong Kong time. |
| HKSCC EIPO channel  | Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC’s FINI system in accordance with your instruction | Investors who would <u>not</u> like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant’s stock account. | Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.   |

We will not provide any physical channels to accept any application for the Public Offer Shares by the public. The contents of this prospectus are identical to the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

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” for further details of the procedures through which you can apply for the Public Offer Shares electronically.

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Your application through the **eWhite Form** service or the HKSCC EIPO channel must be for a minimum of 10,000 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 <sup>(2)</sup> on application | Number of Public Offer Shares applied for | Amount payable <sup>(2)</sup> on application | Number of Public Offer Shares applied for | Amount payable <sup>(2)</sup> on application |
|---|--|---|--|---|--|
|   | <i>HK\$</i>                                  |   | <i>HK\$</i>                                  |   | <i>HK\$</i>                                  |
| 10,000                                    | 2,727.22                                     | 300,000                                   | 81,816.89                                    | 5,000,000                                 | 1,363,614.76                                 |
| 20,000                                    | 5,454.47                                     | 350,000                                   | 95,453.03                                    | 6,000,000                                 | 1,636,337.70                                 |
| 30,000                                    | 8,181.69                                     | 400,000                                   | 109,089.18                                   | 7,000,000                                 | 1,909,060.66                                 |
| 40,000                                    | 10,908.92                                    | 450,000                                   | 122,725.32                                   | 8,000,000                                 | 2,181,783.60                                 |
| 50,000                                    | 13,636.14                                    | 500,000                                   | 136,361.48                                   | 9,000,000                                 | 2,454,506.56                                 |
| 60,000                                    | 16,363.38                                    | 1,000,000                                 | 272,722.96                                   | 10,000,000                                | 2,727,229.50                                 |
| 70,000                                    | 19,090.61                                    | 1,500,000                                 | 409,084.43                                   | 12,500,000                                | 3,409,036.88                                 |
| 80,000                                    | 21,817.83                                    | 2,000,000                                 | 545,445.90                                   | 15,000,000                                | 4,090,844.26                                 |
| 90,000                                    | 24,545.07                                    | 2,500,000                                 | 681,807.38                                   | 17,500,000                                | 4,772,651.63                                 |
| 100,000                                   | 27,272.30                                    | 3,000,000                                 | 818,168.86                                   | 20,000,000                                | 5,454,459.00                                 |
| 150,000                                   | 40,908.44                                    | 3,500,000                                 | 954,530.33                                   | 22,500,000                                | 6,136,266.38                                 |
| 200,000                                   | 54,544.59                                    | 4,000,000                                 | 1,090,891.80                                 | 25,000,000 <sup>(1)</sup>                 | 6,818,073.76                                 |
| 250,000                                   | 68,180.73                                    | 4,500,000                                 | 1,227,253.28                                 |   |  |

<sup>(1)</sup> Maximum number of Public Offer Shares you may apply for.

<sup>(2)</sup> This is 50% of the Public Offer Shares initially offered, and the amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the Hong Kong Branch Share Registrar (for applications made through the **eWhite Form** service) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

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