

# IMPORTANT

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



## Cirrus Aircraft Limited 西銳飛機有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 54,875,900 Shares (subject to the Offer Size Adjustment Option and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 5,487,600 Shares (subject to reallocation and the Offer Size Adjustment Option)
Number of International Offer Shares	: 49,388,300 Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option)
Maximum Offer Price	: HK\$28.00 per Offer Share (payable in full in Hong Kong dollars on application plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565%, and subject to refund)
Nominal value	: US\$0.50 per Share
Stock code	: 2507

*Sole Sponsor, Sole Overall Coordinator, Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager*



*Joint Bookrunners and Joint Lead Managers  
(in alphabetical order)*



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 "Documents Delivered to the Registrar of Companies and Available on Display" in Appendix V to this Prospectus 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 Prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and our Company on the Price Determination Date which is expected to be on or around Wednesday, July 10, 2024 but in any event, no later than 12:00 noon on Wednesday, July 10, 2024. The Offer Price will be not more than HK\$28.00 per Offer Share and is currently expected to be not less than HK\$27.34 per Offer Share. Applicants for Hong Kong Offer Shares may be required to pay, on application (subject to application channel), the Maximum Offer Price of HK\$28.00 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price should be less than HK\$28.00 per Offer Share. If, for any reason, the Offer Price is not agreed between the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and our Company on or before 12:00 noon on Wednesday, July 10, 2024, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

The Sole Overall Coordinator (for itself and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below as stated in this Prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Hong Kong Offer Shares being offered under the Global Offering and/or the indicative Offer Price range will be published on the websites of our Company at <https://cirrusaircraft.com/> and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) 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 Hong Kong Public Offering. Details of the arrangement will then be announced by us as soon as practicable. For further information, please refer to the section headed "Structure of the Global Offering" in this Prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Further details of such circumstances are set out in "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination."

The Offer Shares 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 U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold to (i) in the United States solely to QIBs in reliance on Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and (ii) non-U.S. persons outside the United States in offshore transactions in accordance with Regulation S.

### ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this Prospectus to the public in relation to the Hong Kong Public Offering. This Prospectus is available at the websites of our Company at <https://cirrusaircraft.com/> and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you require a printed copy of this Prospectus, you may download and print from the website addresses above.

June 28, 2024

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### IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this Prospectus to the public in relation to the Hong Kong Public Offering.

This Prospectus is available at the websites of our Company at <https://cirusaircraft.com/> and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews > New Listings > New Listing Information*” section. If you require a printed copy of this Prospectus, you may download and print from the website addresses above.

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

Application Channel	Platform	Target Investors	Application Time
<b>White Form eIPO</b> service . . . . .	<a href="http://www.eipo.com.hk">www.eipo.com.hk</a>  Enquiries: +852 2862 8690 Friday, June 28, 2024 - 9:00 a.m. to 6:00 p.m. Tuesday, July 2, 2024 - 9:00 a.m. to 6:00 p.m. Wednesday, July 3, 2024 - 9:00 a.m. to 6:00 p.m. Thursday, July 4, 2024 - 9:00 a.m. to 6:00 p.m. Friday, July 5, 2024 - 9:00 a.m. to 6:00 p.m. Monday, July 8, 2024 - 9:00 a.m. to 6:00 p.m. Tuesday, July 9, 2024 - 9:00 a.m. to 12:00 noon	Investors who would like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Friday, June 28, 2024 to 12:00 noon on Tuesday, July 9, 2024, Hong Kong time.  The latest time for completing full payment of application monies will be 12:00 noon on Tuesday, July 9, 2024, Hong Kong time.
<b>HKSCC EIPO</b> channel. . . . .	Your <b>broker</b> or <b>custodian</b> who is a HKSCC Participant will submit an electronic application instruction on your behalf through HKSCC’s FINI system in accordance with your instruction	Investors who would not like to receive a physical Share certificate. Hong Kong 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 <b>broker</b> or <b>custodian</b> for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

Our Company will not provide any physical channels to accept any application for the Hong Kong 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 (WUMP) Ordinance.

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

Please refer to “How to Apply for Hong Kong Offer Shares” for further details of the procedures through which you can apply for the Hong Kong Offer Shares.

## IMPORTANT

Your application through the **White Form eIPO** service or the **HKSCC EIPO** channel must be for a minimum of 100 Hong Kong Offer Shares and in one of the numbers set out in the table.

If you are applying through the **HKSCC EIPO** channel, you are required to pre-fund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong.

If you are applying through the **White Form eIPO** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

Cirrus Aircraft Limited (HK\$28.00 per Hong Kong Offer Share) NUMBER OF HONG KONG OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS							
No. of Hong Kong Offer Shares applied for	Amount payable on application <sup>(2)</sup> <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <sup>(2)</sup> <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <sup>(2)</sup> <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <sup>(2)</sup> <i>HK\$</i>
100	2,828.24	2,000	56,564.75	10,000	282,823.80	300,000	8,484,714.00
200	5,656.48	2,500	70,705.96	20,000	565,647.60	400,000	11,312,952.00
300	8,484.71	3,000	84,847.15	30,000	848,471.40	500,000	14,141,190.00
400	11,312.95	3,500	98,988.34	40,000	1,131,295.20	600,000	16,969,428.00
500	14,141.19	4,000	113,129.52	50,000	1,414,119.00	700,000	19,797,666.00
600	16,969.43	4,500	127,270.71	60,000	1,696,942.80	800,000	22,625,904.00
700	19,797.67	5,000	141,411.90	70,000	1,979,766.60	900,000	25,454,142.00
800	22,625.90	6,000	169,694.28	80,000	2,262,590.40	1,000,000	28,282,380.00
900	25,454.14	7,000	197,976.65	90,000	2,545,414.20	1,500,000	42,423,570.00
1,000	28,282.38	8,000	226,259.05	100,000	2,828,238.00	2,000,000	56,564,760.00
1,500	42,423.56	9,000	254,541.42	200,000	5,656,476.00	2,743,800 <sup>(1)</sup>	77,601,194.24

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

<sup>(2)</sup> 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) and the SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy are paid to the Stock Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC; and in the case of the AFRC transaction levy, collected by the Stock Exchange on behalf of the AFRC).

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