

## IMPORTANT

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

# XIMEI RESOURCES HOLDING LIMITED

## 稀美資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares	: 75,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 7,500,000 Shares (subject to reallocation)
Number of International Placing Shares	: 67,500,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price	: Not more than HK\$2.89 per Offer Share and expected to be not less than HK\$2.23 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 9936

#### Sole Sponsor



#### Joint Global Coordinators



#### Joint Bookrunners and Joint Lead Managers



#### Co-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 Appendix VII to this prospectus, has been registered with 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 as to the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, 3 March 2020 and, in any event, not later than Sunday, 8 March 2020. The Offer Price will be not more than HK\$2.89 per Offer Share and is currently expected to be not less than HK\$2.23 per Offer Share. If, for any reason, the Offer Price is not agreed between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and us on or before Sunday, 8 March 2020, the Global Offering will not proceed and will lapse. In the case of such event, a notice will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.zhiyuannm.com](http://www.zhiyuannm.com).

The Joint Bookrunners (for themselves and on behalf of the Underwriters) may, with the consent of our Company, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that 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 Offer. In such a case, an announcement will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and on our Company's website at [www.zhiyuannm.com](http://www.zhiyuannm.com) not later than the morning of the day, which is the last day for lodging applications under the Hong Kong Public Offer. For more information, please refer to the section headed "Structure and Conditions of the Global Offering" and "How to Apply for Hong Kong Offer Shares." Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors" in this prospectus.

Pursuant to the Underwriting Agreements, the Joint Bookrunners have the right in certain circumstances to terminate the obligations of the Underwriters at any time prior to 8:00 a.m. on the Listing Date. Further details of such circumstances are set out in the section headed "Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offer — Grounds for termination" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, or for the account or benefit of U.S. persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered, sold or delivered to outside the United States in accordance with Regulation S under the U.S. Securities Act.

26 February 2020