

# IMPORTANT

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



BoardWare

## BoardWare Intelligence Technology Limited 博維智慧科技有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares	: 125,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 12,500,000 Shares (subject to reallocation)
Number of International Placing Shares	: 112,500,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$1.26 per Offer Share, plus brokerage fee 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	: HK\$0.01 per Share
Stock Code	: 1204

Sole Sponsor



中國通海企業融資  
CHINA TONGHAI CAPITAL

Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



中國通海證券  
CHINA TONGHAI SECURITIES

Joint Bookrunners and Joint Lead Managers



Joint Lead Manager

uSMART Securities  
盈立證券

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 section headed "Documents Delivered to the Registrar of Companies in Hong Kong 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 (Cap. 32). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or about Tuesday, 5 July 2022 and, in any event, unless otherwise announced, not later than Wednesday, 13 July 2022. The Offer Price will be no more than HK\$1.26 and is currently expected to be no less than HK\$1.08 unless otherwise announced. Investors applying for the Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$1.26 for each Offer Share together with a brokerage fee of 1%, 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 if the Offer Price as finally determined is lower than HK\$1.26. If, for any reason, the Offer Price is not agreed between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and us on or before Wednesday, 13 July 2022, unless otherwise announced, the Global Offering will not proceed and will lapse.

The Sole Global Coordinator (for itself and on behalf of the Underwriters) may, where considered appropriate, reduce the indicative offer price range below that which is 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, an announcement will be published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and of our Company at [www.boardware.com](http://www.boardware.com) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. For further information, see "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus and the related GREEN Application Form, including the risk factors set out in "Risk Factors" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Offer Shares are subject to termination by the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Shares commences on the Stock Exchange. Such grounds are set out in "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or under any state securities law or with any regulatory authority of any state of 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, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in reliance on 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 or printed copies of any application forms to the public in relation to the Hong Kong Public Offering. The prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.boardware.com](http://www.boardware.com). If you require a printed copy of this prospectus, you may download and print from the website addresses above.

29 June 2022

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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 or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

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.boardware.com](http://www.boardware.com). If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **HK eIPO White Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) or in the IPO App (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp));
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
  - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
  - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Branch Share Registrar and **HK eIPO White Form** Service Provider, both at (852) 3907 7333 on the following dates:

**Wednesday, 29 June 2022 — 9:00 a.m. to 9:00 p.m.**  
**Thursday, 30 June 2022 — 9:00 a.m. to 9:00 p.m.**  
**Friday, 1 July 2022 — 9:00 a.m. to 6:00 p.m.**  
**Saturday, 2 July 2022 — 9:00 a.m. to 6:00 p.m.**  
**Sunday, 3 July 2022 — 9:00 a.m. to 6:00 p.m.**  
**Monday, 4 July 2022 — 9:00 a.m. to 9:00 p.m.**  
**Tuesday, 5 July 2022 — 9:00 a.m. to 12:00 noon.**

We 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 prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in this prospectus for further details of the procedures through which you can apply for Hong Kong Offer Shares electronically.

Your application must be for a minimum of 2,000 Hong Kong 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.

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No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application
	HK\$		HK\$		HK\$		HK\$
2,000	2,545.40	70,000	89,088.92	450,000	572,714.51	3,000,000	3,818,096.73
4,000	5,090.80	80,000	101,815.91	500,000	636,349.46	3,500,000	4,454,446.19
6,000	7,636.19	90,000	114,542.90	600,000	763,619.34	4,000,000	5,090,795.64
8,000	10,181.59	100,000	127,269.89	700,000	890,889.23	4,500,000	5,727,145.10
10,000	12,726.99	150,000	190,904.83	800,000	1,018,159.13	5,000,000	6,363,494.55
20,000	25,453.98	200,000	254,539.78	900,000	1,145,429.02	5,500,000	6,999,844.01
30,000	38,180.97	250,000	318,174.73	1,000,000	1,272,698.91	6,000,000	7,636,193.46
40,000	50,907.96	300,000	381,809.68	1,500,000	1,909,048.37	6,250,000*	7,954,368.19
50,000	63,634.94	350,000	445,444.62	2,000,000	2,545,397.82		
60,000	76,361.93	400,000	509,079.57	2,500,000	3,181,747.28		

\* Maximum number of Hong Kong Offer Shares you may apply for.

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