

IMPORTANT

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

Better Home Group Holdings Co., Limited 貝特集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	125,000,000 Shares (subject to the Over-allotment Option)
Number of International Placing Shares	:	112,500,000 Shares (subject to reallocation and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	12,500,000 Shares (subject to reallocation)
Offer Price	:	Not more than HK\$1.2 per Offer Share and expected to be not less than HK\$1.0 per Offer Share, plus brokerage of 1%, 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	:	1491

Sole Sponsor



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



Joint 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 section headed "Documents Delivered to the Registrar of Companies in Hong Kong and On Display" in Appendix VI 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 of Hong Kong 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 determined by agreement between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 5 November 2021 or such later date as may be agreed by the Joint Global Coordinators and our Company, but in any event not later than Tuesday, 9 November 2021. The Offer Price will not be more than HK\$1.2 per Offer Share and is currently expected to be not less than HK\$1.0 per Offer Share unless otherwise announced. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$1.2 for each Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$1.2.

The Joint Global Coordinators (for themselves and on behalf of the Underwriters), and with consent of our Company, may reduce the indicative Offer Price range stated in this prospectus and/or the number of Offer Shares being offered 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, a notice of reduction of the indicative Offer Price range will be announced on the website of the Stock Exchange at www.hkexnews.hk and our Company's website at www.betterhomechina.com not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections headed "Structure and conditions of the Global Offering" and "How to apply for the Hong Kong Offer Shares" in this prospectus. If, for any reason, the Offer Price is not agreed between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and our Company on or before Tuesday, 9 November 2021, the Global Offering will not proceed and will lapse immediately.

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.

Prospective investors of the Hong Kong Offer Shares should note that the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe, and to procure subscribers to subscribe for, the Hong Kong Offer Shares, are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) if certain events shall occur prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further details of the terms of such provisions are set out in the section headed "Underwriting" in this prospectus.

The Offer Shares have not been and will not be registered under the US Securities Act or any state securities law in 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 US Securities Act and in accordance with any applicable US state securities laws. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act.

30 October 2021

IMPORTANT

Conditions imposed by the SFC pursuant to section 6(3)(b) of the Securities and Futures (Stock Market Listing) Rules

Pursuant to section 6(3)(b) of the Securities and Futures (Stock Market Listing) Rules, the SFC is imposing the following conditions to the Listing:

- (i) Our Company having provided a complete list of the intermediaries involved in the placing, distribution or underwriting of the Global Offering (including the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, underwriting syndicate members, non-syndicate sub-placing agents and distributors) (each an “Intermediary” and together, the “Intermediaries”) and the amount of placing and underwriting commissions and incentives paid/to be paid to each of them by 1700 hours Hong Kong time on the business day immediately preceding the Listing Date.
- (ii) Our Company, the Sole Sponsor and each of the Intermediaries (as the case may be) having confirmed to the SFC and the Stock Exchange the following matters in writing by 1700 hours Hong Kong time on the business day immediately preceding the Listing Date:
 - (a) No benefits (in whatever form, including rebate, discount, incentive, commission, loan or otherwise) have been or will be given by our Company, any of its Controlling Shareholders, subsidiaries, Directors, senior management or any of their respective associates, to (i) the Sole Sponsor, (ii) any of the Intermediaries or (iii) any of the placees (including the ultimate beneficial owners, subsidiaries, directors, senior management or the respective associates of the parties referred to in (i), (ii) and (iii)) (together, the “Relevant Parties”) directly or indirectly in connection with the Global Offering other than those set out in the Sole Sponsor engagement letter, placing and sub-placing agreements and/or underwriting agreements (as the case may be) and this prospectus.
 - (b) No benefits (in whatever form, including rebate, discount, incentive, commission, loan or otherwise) have been or will be given by the relevant Intermediary (including its ultimate beneficial owner, subsidiaries, directors, senior management or their respective associates) to (i) any other Intermediary or (ii) any of the placees (including the ultimate beneficial owners, subsidiaries, directors, senior management or the respective associates of the parties referred to in (i) and (ii)) directly or indirectly in connection with the Global Offering other than those set out in the placing and sub-placing agreements and/or underwriting agreements (as the case may be) and this prospectus.

IMPORTANT

- (c) No side agreement, arrangement, undertaking or otherwise (verbal or written) has been or will be entered into by our Company (including its Controlling Shareholders, subsidiaries, Directors, senior management or their respective associates) and the Relevant Parties in connection with the Global Offering or any subsequent dealings in respect of the Company's securities, other than those set out in the respective Sole Sponsor engagement letter, placing and sub-placing agreements and/or underwriting agreements (as the case may be) and this prospectus.

- (iii) Our Company undertakes that it will disclose the following in its first annual report published after the Listing and the annual report for the first full financial year after the Listing:

 - (a) The confirmations set out in condition (ii) above;

 - (b) The details of any transactions between (i) our Company, our Controlling Shareholders, subsidiaries, Directors, senior management or their respective associates; and (ii) any of the Relevant Parties, consultants or advisers involved in the application of the Listing, commencing from the beginning of the respective financial years and ending on the date of such respective annual reports, or a negative statement where applicable; and

 - (c) Where our Company or any of its subsidiaries is a party to the transaction(s) referred to in condition (iii)(b) above, the views of our Company's independent non-executive Directors and our compliance adviser on whether such transaction(s) was/were entered into in the ordinary and usual course of business of our Company and its subsidiaries, conducted on normal commercial terms and was/were in the interests of the Shareholders as a whole.

- (iv) The conditions imposed by the SFC for not objecting to the Listing are set out in full in this prospectus. Notwithstanding that, the SFC may impose further conditions for not objecting to the Listing at any time before the Listing.

IMPORTANT

Conditions for our Company's Listing imposed by the Listing Committee of the Stock Exchange (the "Listing Committee"): -

The Listing Committee imposed the following two conditions to our Company's Listing: -

- (i) our Company and the Sole Sponsor should provide the Listing Committee with concrete details of our Company's marketing plan, including our strategies for investor targeting, marketing, pricing and allocation. Where there is any subsequent departure from these strategies, our Company and the Sole Sponsor should provide explanations and address any further enquiries in this regard; and**

- (ii) our Company undertakes that it should report to its compliance advisor on the status of the use of proceeds on a monthly basis for 12 months following its Listing, and our Company and its compliance advisor should timely inform the Stock Exchange of deviations from the use of proceeds and/or underwriting commission and listing expenses as stated in this prospectus, and where appropriate, make announcements.**

If our Company fails to fulfil the aforesaid condition (i) and undertake to comply with condition (ii), listing approval will not be granted to our Company. Hence, our Company may not obtain the listing approval for the Listing.