

IMPORTANT

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

China Treasures New Materials Group Ltd. 中寶新材集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 250,000,000 Shares (comprising 190,000,000 new Shares and 60,000,000 Sale Shares, subject to the Over-allotment Option)
Number of International Offer Shares	: 225,000,000 Shares (comprising 165,000,000 new Shares and 60,000,000 Sale Shares, subject to reallocation and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 25,000,000 Shares (subject to reallocation)
Offer Price (subject to a Downward Offer Price Adjustment)	: Not more than HK\$1.35 per Offer Share and expected to be not less than HK\$1.05 per Offer Share, plus brokerage of 1%, 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 in Hong Kong dollars and subject to refund) (If the Offer Price is set at 10% below the bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$0.945 per Offer Share)
Nominal value	: HK\$0.01 per Share
Stock code	: 2439

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



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and 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 paragraph headed "Documents Delivered to the Registrar of Companies 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 (WUMP) 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 the Overall Coordinator (for itself and on behalf of the Underwriters) and us (for ourselves and on behalf of the Selling Shareholder) on the Price Determination Date, which is expected to be on or around Friday, 24 March 2023 (Hong Kong time) (or such later date as may be agreed between Overall Coordinator (for itself and on behalf of the Underwriters) and us (for ourselves and on behalf of the Selling Shareholder). The Offer Price will be not more than HK\$1.35 per Offer Share and is currently expected to be not less than HK\$1.05 per Offer Share (subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment as set out in this prospectus). Applicants applying for the Hong Kong Offer Shares are required to pay, on the application, the maximum Offer Price of HK\$1.35 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% subject to refund if the Offer Price as finally determined is lower than HK\$1.35 per Offer Share. If, for any reason, the Overall Coordinator (for itself and on behalf of the Underwriters) and us are unable to reach an agreement on the Offer Price by Monday, 27 March 2023 (Hong Kong time), the Global Offering will not become unconditional and will not proceed.

The Overall Coordinator (for itself and on behalf of the Underwriters) may, with our consent (for ourselves and on behalf of the Selling Shareholder), reduce the number of Offer Shares offered under the Global Offering and/or reduce the indicative Offer Price range below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of such reduction will be published on the Stock Exchange's website at www.hkexnews.hk and our Company's website at www.jl-ks.cn. Further details are set out in the section headed "Structure and Conditions of the Global Offering" in this prospectus.

Prior to making an investment decision, prospective investors should carefully consider 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 Overall Coordinator (for itself 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.

ATTENTION

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

This document is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.jl-ks.cn. If you require a printed copy of this document, you may download and print from the website addresses above.

21 March 2023

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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 under the “HKEXnews > New Listings > New Listing Information” section, and our website at www.jl-ks.cn. 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 via the **HK eIPO White Form** service 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 or www.tricorglobal.com/IPOApp) or www.hkeipo.hk; or
- (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 by calling +852 2979 7888 (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.

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 document 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 the Hong Kong Offer Shares” in this prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

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Your application through the **HK eIPO White Form** service or the **CCASS EIPO** service must be made for a minimum of 2,000 Hong Kong Offer Shares⁽¹⁾ and in one of the number of Hong Kong Offer Shares as set out in the table below. You are required to pay the amount next to the number you select.

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
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
2,000	2,727.22	40,000	54,544.59	600,000	818,168.86	8,000,000	10,908,918.00
4,000	5,454.47	50,000	68,180.73	700,000	954,530.33	9,000,000	12,272,532.76
6,000	8,181.69	60,000	81,816.89	800,000	1,090,891.80	10,000,000	13,636,147.50
8,000	10,908.92	70,000	95,453.03	900,000	1,227,253.28	11,000,000	14,999,762.26
10,000	13,636.14	80,000	109,089.18	1,000,000	1,363,614.76	12,500,000 ⁽²⁾	17,045,184.38
12,000	16,363.38	90,000	122,725.32	2,000,000	2,727,229.50		
14,000	19,090.61	100,000	136,361.48	3,000,000	4,090,844.26		
16,000	21,817.83	200,000	272,722.96	4,000,000	5,454,459.00		
18,000	24,545.07	300,000	409,084.43	5,000,000	6,818,073.76		
20,000	27,272.30	400,000	545,445.90	6,000,000	8,181,688.50		
30,000	40,908.44	500,000	681,807.38	7,000,000	9,545,303.26		

Notes:

(1) As set out in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited, it is required that the value of each board lot shall be no less than HK\$2,000. Notwithstanding the Downward Offer Price Adjustment, the Board will ensure the value of each board lot shall be more than HK\$2,000.

(2) 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.