

IMPORTANT

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



Keep Inc.

(A company incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

| | |
|---|---|
| Number of Offer Shares under the Global Offering | : 10,838,600 Offer Shares (subject to the Over-allotment Option) |
| Number of Hong Kong Offer Shares | : 1,083,900 Offer Shares (subject to reallocation) |
| Number of International Offer Shares | : 9,754,700 Offer Shares (subject to reallocation and the Over-allotment Option) |
| Maximum Offer Price | : HK\$61.46 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars, subject to refund) |
| Nominal value | : US\$0.00005 per Share |
| Stock code | : 3650 |

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



Joint Bookrunners and Joint Lead Managers



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A copy of this document, having attached thereto the documents specified in “Documents delivered to the Registrar of Companies and available on display” in Appendix V, 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 document or any other document 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 Underwriters) and us on or around Wednesday, July 5, 2023. If, for any reason, the Offer Price is not agreed by Tuesday, July 11, 2023, the Global Offering will not proceed and will lapse. The Offer Price will be no more than HK\$61.46 per Offer Share and is currently expected to be no less than HK\$28.92 per Offer Share unless otherwise announced.

The Sole Overall Coordinator may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. See “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” for further details.

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. See “Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Grounds for termination” for further details.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in “Risk factors”.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered or sold within or to the United States, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (i) solely to QIBs pursuant to an exemption from registration under Rule 144A of the U.S. Securities Act and (ii) 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 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 Stock Exchange at www.hkexnews.hk and our website at <https://keep.com/>. If you require a printed copy of this document, you may download and print from the website addresses above.

IMPORTANT

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 Hong Kong Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at <http://keep.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 **White Form eIPO** service at www.eipo.com.hk; or
- (2) apply through **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 “How to Apply for Hong Kong Offer Shares” for further details on the procedures through which you can apply for the Hong Kong Offer Shares electronically.

IMPORTANT

Your application through **White Form eIPO** service or the **CCASS EIPO** service must be for a minimum of 100 Hong Kong Offer Shares and in one of the numbers set out in the table below. You are required to pay the amount next to the number you select.

Keep Inc.

(HK\$61.46 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 | 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\$ |
| 100 | 6,207.99 | 1,500 | 93,119.74 | 8,000 | 496,638.60 | 90,000 | 5,587,184.17 |
| 200 | 12,415.96 | 2,000 | 124,159.64 | 9,000 | 558,718.41 | 100,000 | 6,207,982.41 |
| 300 | 18,623.95 | 2,500 | 155,199.56 | 10,000 | 620,798.23 | 150,000 | 9,311,973.61 |
| 400 | 24,831.93 | 3,000 | 186,239.48 | 20,000 | 1,241,596.48 | 200,000 | 12,415,964.82 |
| 500 | 31,039.92 | 3,500 | 217,279.38 | 30,000 | 1,862,394.72 | 250,000 | 15,519,956.03 |
| 600 | 37,247.90 | 4,000 | 248,319.30 | 40,000 | 2,483,192.97 | 300,000 | 18,623,947.24 |
| 700 | 43,455.87 | 4,500 | 279,359.21 | 50,000 | 3,103,991.20 | 350,000 | 21,727,938.44 |
| 800 | 49,663.86 | 5,000 | 310,399.12 | 60,000 | 3,724,789.45 | 400,000 | 24,831,929.65 |
| 900 | 55,871.84 | 6,000 | 372,478.94 | 70,000 | 4,345,587.68 | 450,000 | 27,935,920.85 |
| 1,000 | 62,079.82 | 7,000 | 434,558.78 | 80,000 | 4,966,385.93 | 541,900 ⁽¹⁾ | 33,641,056.68 |

(1) Maximum number of Hong Kong Offer Share you may apply for.

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