

IMPORTANT

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

FAR International Holdings Group Company Limited 泛遠國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares : 140,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares : 14,000,000 Shares (subject to reallocation)
Number of Placing Shares : 126,000,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price : Not more than HK\$1.22 per Offer Share and expected to be not less than HK\$0.90 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.00565% and AFRC 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 : 2516

Sole Sponsor and Sole Overall Coordinator



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 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. The SFC 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 the Price Determination Agreement to be entered into between our Company and the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date or such later date as may be agreed by our Company, the Sole Overall Coordinator, Joint Bookrunners and Joint Lead Managers (for themselves and on behalf of the Underwriters). The Offer Price will not be more than HK\$1.22 per Offer Share and is currently expected to be not less than HK\$0.90 per Offer Share unless otherwise announced. If, for any reason, our Company and the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price by the Price Determination Date, the Share Offer will not become unconditional and will lapse immediately.

Applicants for Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.22 per Offer Share for each Public Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price as finally determined is less than HK\$1.22 per Offer Share.

The Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) may, with the consent of our Company, reduce the indicative Offer Price range below that as 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 the application under the Public Offer. In such case, a notice will be available on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.far800.com. Further details are set out in the sections headed "Structure and conditions of the Share Offer" and "How to apply for the Public Offer Shares" 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 requirement of the US Securities Act and in accordance with any applicable US securities law. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S.

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 Offer Shares should note that the obligations of the Underwriters under the Underwriting Agreements are subject to termination by the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) if certain events shall occur at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further details of the terms of such provision are set out in the section headed "Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination" in this prospectus.

No information on any website forms part of this prospectus.

ATTENTION

We have adopted a fully electronic application process for the Public Offer. We will not provide printed copies of this prospectus to the public in relation to the Public Offer.

This prospectus is available at the website of the Stock Exchange (www.hkexnews.hk) and our Company www.far800.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

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IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

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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.far800.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Public Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
White Form eIPO Service	www.eipo.com.hk	Applicants who would like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on 12 December 2023 to 11:30 a.m. on 19 December 2023, Hong Kong time. The latest time for completing full payment of application monies will be 12:00 noon on 19 December 2023, Hong Kong time.
HKSCC EIPO channel	Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC’s FINI system in accordance with your instruction	Applicants who would not like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant’s stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

We will not provide any physical channels to accept any application for the Public 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 Public Offer Shares” in this prospectus for further details of the procedures through which you can apply for the Public Offer Shares electronically.

IMPORTANT

Your application through the **White Form eIPO** service or the **HKSCC EIPO** channel must be for a minimum of 4,000 Public 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.

No. of Public Offer Shares applied for	Amount payable on application	No. of Public Offer Shares applied for	Amount payable on application	No. of Public Offer Shares applied for	Amount payable on application	No. of Public Offer Shares applied for	Amount payable on application
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
4,000	4,929.22	60,000	73,938.23	500,000	616,151.86	3,500,000	4,313,062.96
8,000	9,858.42	80,000	98,584.30	600,000	739,382.22	4,000,000	4,929,214.80
12,000	14,787.65	100,000	123,230.36	700,000	862,612.59	4,500,000	5,545,366.66
16,000	19,716.86	120,000	147,876.44	800,000	985,842.95	5,000,000	6,161,518.50
20,000	24,646.08	140,000	172,522.52	900,000	1,109,073.34	5,500,000	6,777,670.36
24,000	29,575.28	160,000	197,168.59	1,000,000	1,232,303.70	6,000,000	7,393,822.20
28,000	34,504.50	180,000	221,814.67	1,500,000	1,848,455.56	6,500,000	8,009,974.06
32,000	39,433.72	200,000	246,460.75	2,000,000	2,464,607.40	7,000,000 ⁽¹⁾	8,626,125.90
36,000	44,362.94	300,000	369,691.11	2,500,000	3,080,759.26		
40,000	49,292.15	400,000	492,921.48	3,000,000	3,696,911.10		

Note:

(1) Maximum number of Public Offer Shares you may apply for.

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