
IMPORTANT

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

IMS Group Holdings Limited

英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	:	250,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	:	25,000,000 (subject to reallocation)
Number of Placing Shares	:	225,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	:	Not more than HK\$0.40 per Offer Share and expected to be not less than HK\$0.20 per Offer Share (payable in full on application in Hong Kong dollars and subject to refund plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
Nominal value	:	HK\$0.001 per Share
Stock code	:	8136

Sole Sponsor

SUNWAH KINGSWAY
新華滙富

Kingsway Capital Limited

Joint Bookrunners and Joint Lead Managers

SUNWAH KINGSWAY
新華滙富

Kingsway Financial Services Group Limited

 **藍山金融**
BLUEMOUNT

Bluemount Securities Limited

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 and Available for Inspection” in Appendix V to this Prospectus, has been registered with 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 Prospectus or any of the other documents referred to above.

The Offer Price is expected to be determined by the Price Determination Agreement between the Joint Bookrunners (for itself and on behalf of the Underwriters) and our Company on or about 17 January 2018 or such later date as may be agreed between the parties. If, for any reason, the Joint Bookrunners (for itself and on behalf of the Underwriters) and our Company are unable to reach an agreement on the Offer Price by that date or such later date as agreed by our Company and the Joint Bookrunners (for itself and on behalf of the Underwriters), the Share Offer will not become unconditional and will lapse. The Offer Price will not be more than HK\$0.40 per Offer Share and is expected to be not less than HK\$0.20 per Offer Share, unless otherwise announced. The Joint Bookrunners (for itself and on behalf of the Underwriters) may, with the consent of our Company, reduce the above indicative Offer Price range at any time prior to the Price Determination Date. In such a case, notice of the reduction in the indicative Offer Price range will be available on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.ims512.com.

Prior to making an investment decision, prospective investors should carefully read and consider all information set out in this Prospectus, including but not limited to the risk factors set out in the section headed “Risk Factors” in this Prospectus.

Prospective investors of the Offer Shares should note that the Joint Bookrunners (for itself and on behalf of the Underwriters) is entitled to terminate the obligations of the Underwriters under the Underwriting Agreements by means of a notice in writing given to the Company by the Joint Bookrunners (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for termination” in this Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Should the Joint Bookrunners (for itself and on behalf of the Underwriters) terminate the Underwriting Agreements, the Share Offer will not proceed and will lapse.