

IMPORTANT

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

Xiaoe Inc.

(Incorporated in the Cayman Islands with limited liability)

[REDACTED]

Total number of [REDACTED] under the [REDACTED] : [REDACTED] Shares (subject to the [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to [REDACTED] and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on [REDACTED] in Hong Kong dollars and subject to refund)
Nominal value : US\$0.000005 per Share
[REDACTED] : [REDACTED]

Sole Sponsor and [REDACTED]



[REDACTED]

[REDACTED], [REDACTED] and [REDACTED]

[REDACTED]

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A copy of this document, having attached thereto the documents specified in “Documents Delivered to the Registrar of Companies in Hong Kong and Available On Display” in Appendix V to this document, 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 document or any of the other documents referred to above.

The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for itself and on behalf of the [REDACTED]) and our Company on or around [REDACTED] and in any event, no later than 12:00 noon on [REDACTED]. Applicants for [REDACTED] may be required to pay, on [REDACTED] (subject to [REDACTED] channels), the maximum [REDACTED] of HK\$[REDACTED] for each [REDACTED] together with brokerage of 1.0%, 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 [REDACTED] is lower than HK\$[REDACTED]. If, for any reason, the [REDACTED] (for itself and on behalf of the [REDACTED]) and our Company are unable to reach an agreement on the [REDACTED] by 12:00 noon on [REDACTED], the [REDACTED] will not become unconditional and will lapse immediately. The [REDACTED] will be not more than HK\$[REDACTED] per Share and is expected to be not less than HK\$[REDACTED] per Share although the [REDACTED] (for itself and on behalf of the [REDACTED]) and our Company may agree to a lower price.

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, with the consent of our Company, reduce the number of [REDACTED] and/or the indicative [REDACTED] range below that stated in this document at any time on or prior to the morning of the last date for [REDACTED] under the [REDACTED]. For further information, see the sections headed “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” in this document.

Prior to making an [REDACTED] decision, prospective [REDACTED] should carefully consider all of the information set out in this document, and in particular, the risk factors set out in the section headed “Risk Factors.”

The obligations of the [REDACTED] under the [REDACTED] to [REDACTED] for, and to procure applicants for the [REDACTED] for, the [REDACTED], are subject to termination by the [REDACTED] for itself and on behalf of the [REDACTED], if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Further details of such grounds are set out in the section headed “[REDACTED].” It is important that you refer to that section for further details.

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be [REDACTED], [REDACTED], pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and [REDACTED] outside of the United States in offshore transactions in reliance on Regulation S.

[REDACTED]

[REDACTED]

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[REDACTED]