

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

IMPORTANT

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



Audiowell Electronics (Guangdong) Co., Ltd.

廣東奧迪威傳感科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

[REDACTED]

Number of [REDACTED] under the [REDACTED] : [REDACTED] H Shares (subject to the [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED] and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Hong Kong 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 : RMB1.00 per H Share
[REDACTED] : [REDACTED]

*Sole Sponsor, [REDACTED], [REDACTED],
[REDACTED] and [REDACTED]*

CMS 招商證券國際

[REDACTED]

[REDACTED]

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The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for itself and on behalf of the other [REDACTED] and the [REDACTED]) and our Company on the [REDACTED] or such later date as may be agreed by the [REDACTED] (for itself and on behalf of the other [REDACTED] and the [REDACTED]) and our Company but in any event no later than 12:00 noon on [REDACTED]. The [REDACTED] will not be more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED]. Applicants for [REDACTED] are required to pay, on [REDACTED] (subject to [REDACTED]), the Maximum [REDACTED] of HK\$[REDACTED] per [REDACTED] together with brokerage of 1.0%, SFC transaction levy of 0.0027%, the Hong Kong Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the [REDACTED] should be less than HK\$[REDACTED] per [REDACTED]. If, for any reason, the [REDACTED] is not agreed between the [REDACTED] (for itself and on behalf of the other [REDACTED] and the [REDACTED]) and our Company by 12:00 noon on [REDACTED], the [REDACTED] (including the [REDACTED]) will not proceed and will lapse.

The [REDACTED] (for itself and on behalf of the other [REDACTED] and the [REDACTED]) may, with our consent, reduce the number of [REDACTED] being [REDACTED] under the [REDACTED] and/or the indicative [REDACTED] range below as stated in this Document at any time on or prior to the morning of the last day for lodging [REDACTED] under the [REDACTED]. In such a case, notices of the reduction in the number of Hong Kong Offer Shares being [REDACTED] under the [REDACTED] and/or the indicative [REDACTED] range will be published on the websites of our Company at <http://www.audiowell.net> and the Hong Kong Stock Exchange at www.hkexnews.hk as soon as practicable but in any event not later than the morning of the day which is the last day for lodging [REDACTED] under the [REDACTED]. Details of the arrangement will then be announced by us as soon as practicable. For further information, please refer to the sections headed “Structure of the [REDACTED]” in this Document.

Prior to making an [REDACTED] decision, prospective [REDACTED] should carefully consider all of the information set out in this Document, in particular, the risk factors set out in “Risk Factors”. The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the other [REDACTED] and the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Further details of such circumstances are set out in “[REDACTED] — [REDACTED] Arrangements and Expenses — Grounds for Termination”.

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], sold, pledged or transferred within the United States, except pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The [REDACTED] are being [REDACTED] and sold outside the United States in offshore transactions in accordance with Regulation S.

[REDACTED]

[REDACTED]

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[REDACTED]

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[REDACTED]