

## IMPORTANT

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



# Shenzhen Pagoda Industrial (Group) Corporation Limited

## 深圳百果园實業(集團)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 [REDACTED] :** [REDACTED] H Shares (subject to [REDACTED])

**Number of [REDACTED] :** [REDACTED] H Shares (subject to adjustment)

**Number of [REDACTED] :** [REDACTED] H Shares (subject to (adjustment and [REDACTED]))

**[REDACTED] :** HK\$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

**Nominal value :** RMB1.00 per H Share

**Stock code :** [REDACTED]

**Sole Sponsor, [REDACTED]**

# Morgan Stanley

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A copy of this document, having attached thereto the documents specified in the section headed “Documents Delivered to the Registrar of Companies and Available on Display” in Appendix VII, 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 determined by agreement between the [REDACTED] (on behalf of the [REDACTED]) and our Company on or about [REDACTED] and, in any event, not later than [REDACTED]. The [REDACTED] will be not more than HK\$[REDACTED] per H Share and is currently expected to be not less than HK\$[REDACTED] per H Share, unless otherwise announced. If, for any reason, the [REDACTED] is not agreed by [REDACTED] between the [REDACTED] (on behalf of the [REDACTED]) and our Company, [REDACTED] will not proceed and will lapse.

The [REDACTED] (on behalf of the [REDACTED]) may, with the consent of our Company, reduce the number of [REDACTED] and/or the [REDACTED] below that stated in this document (which is HK\$[REDACTED] to HK\$[REDACTED]) at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] and/or the indicative [REDACTED] will be published on the websites of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of our Company at [www.pagoda.com.cn](http://www.pagoda.com.cn). Further details are set out in the section headed “Structure of [REDACTED]” and “How to Apply for [REDACTED]” in this document.

Prior to making an [REDACTED] decision, [REDACTED] investors should consider carefully all of the information set out in this document, including the risk factors set out in the section headed “Risk Factors” in this document. The obligations of the [REDACTED] under the [REDACTED] are subject to termination by [REDACTED] (on behalf of [REDACTED]) if certain grounds arise prior to 8:00 a.m. on [REDACTED]. See “[REDACTED] — Grounds for Termination” in this document. It is important that you refer to that section for further details.

We are incorporated, and substantially all of our principal businesses are located, in the PRC. [REDACTED] investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and the different risks relating to [REDACTED] in PRC incorporated companies. [REDACTED] investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in the sections headed “Risk Factors”, “Appendix IV — Summary of Principal Legal and Regulatory Provisions” and “Appendix V — Summary of the Articles of Association” in this document.

The [REDACTED] have not been and will not be registered under the U.S. 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 that [REDACTED] may be offered, sold or delivered to QIBs in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A or another exemption from the registration requirements of the U.S. Securities Act. The [REDACTED] may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S.

[REDACTED]

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**[REDACTED]**

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[REDACTED]