

IMPORTANT

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



绿竹生物
LUZHU BIOTECH

Beijing Luzhu Biotechnology Co., Ltd. 北京綠竹生物技術股份有限公司

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

[REDACTED]

Total number of [REDACTED] under : [REDACTED] H Shares (subject to the
the [REDACTED] [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to adjustment)
Number of [REDACTED] : [REDACTED] H Shares (subject to adjustment
and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per H Share, plus brokerage of
1%, SFC transaction levy of 0.0027%, Stock
Exchange trading fee of 0.00565% and the
Accounting and Financial Reporting Council
transaction levy of 0.00015% (payable in full on
[REDACTED] in Hong Kong dollars and subject
to refund)
Nominal value : RMB1.00 per H Share
Stock code : [●]

Sole Sponsor [and [REDACTED]]



[REDACTED], [REDACTED] and [REDACTED]

[●]

Financial Advisor



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 document, 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 document.

A copy of this document, having attached thereto the documents specified in “Appendix VIII — Documents Delivered to the Registrar of Companies and Available on Display”, 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 other document referred to above.

The [REDACTED] is expected to be fixed by agreement between the [REDACTED] and the [REDACTED], on behalf of the [REDACTED], and our Company on or before [REDACTED], [REDACTED] or such later time as may be agreed between the parties, but in any event, no later than [REDACTED], [REDACTED]. If, for any reason, the [REDACTED] and the [REDACTED], on behalf of the [REDACTED], and our Company are unable to reach an agreement on the [REDACTED] by [REDACTED], [REDACTED], the [REDACTED] will not become unconditional and will lapse immediately. The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is expected to be not less than HK\$[REDACTED] per [REDACTED] although the [REDACTED] and the [REDACTED], on behalf of the [REDACTED], and our Company may agree to a lower price. Applicants for [REDACTED] are required to pay, on [REDACTED], the maximum [REDACTED] of HK\$[REDACTED] for each [REDACTED] together with a brokerage fee of 1.0%, a SFC transaction levy of 0.0027%, a Hong Kong Stock Exchange trading fee of 0.00565% and an Accounting and Financial Reporting Council transaction levy of 0.00015%, subject to refund if the [REDACTED] as finally determined is less than HK\$[REDACTED].

The [REDACTED] and the [REDACTED], 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 (being HK\$[REDACTED] per [REDACTED] to HK\$[REDACTED] per [REDACTED]) at any time on or prior to the morning of the last date for lodging [REDACTED] under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] and/or the indicative [REDACTED] range will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.luzhubiotech.com as soon as practicable following the decision to make such reduction, but in any event not later than the morning of the day which is the last day for lodging [REDACTED] under the [REDACTED]. For further information, see “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” in this document.

We are incorporated and a substantial majority of our business and assets are located in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong, and the fact that there are different risk factors relating to investment in PRC-incorporated companies. Potential 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 the H Shares. Such differences and risk factors are set out in the sections headed “Risk Factors” and “Regulatory Overview” in this document and in Appendix IV, Appendix V and Appendix VI to this document.

Pursuant to the termination provisions contained in the [REDACTED] in respect of the [REDACTED], the Sole Sponsor, the [REDACTED] and the [REDACTED], on behalf of the [REDACTED], have the right in certain circumstances, in their absolute discretion, to terminate the obligation of the [REDACTED] pursuant to the [REDACTED] at any time prior to 8:00 a.m. on the [REDACTED]. Further details of the terms of the termination provisions are set out in the paragraph headed “[REDACTED] — [REDACTED] Arrangements and Expenses — [REDACTED] — Grounds for Termination” in this document. It is important that you refer to that section for further details.

The [REDACTED] have not been and will not be registered under the [REDACTED] or any state securities laws 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 requirements of the [REDACTED] and in accordance with any applicable U.S. state securities laws. The [REDACTED] may only be offered, sold or delivered (i) in the United States to “Qualified Institutional Buyers” in reliance on [REDACTED] or another exemption from the registration requirements of the [REDACTED] and (ii) outside of the United States in offshore transactions in reliance on [REDACTED] under the [REDACTED].

[REDACTED]

[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]