

IMPORTANT

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



燕之屋
YAN PALACE

XIAMEN YAN PALACE BIOENGINEERING CO., LTD.* 廈門燕之屋生物工程股份有限公司

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

[REDACTED]

Number of [REDACTED] under : [REDACTED] H Shares (subject to the the [REDACTED] [REDACTED])
Number of Hong Kong [REDACTED] : [REDACTED] H Shares (subject to [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED])
[REDACTED] : HK\$[REDACTED] per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application and subject to refund)
Nominal value : RMB[0.2] per H Share
[REDACTED] : [●]

Joint Sponsors



[REDACTED]



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The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for themselves and on behalf the [REDACTED]), and our Company on or before [REDACTED], 2023 or such later time as may be agreed between the parties, but in any event no later than [REDACTED], 2023. The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED]. If, for any reason, the [REDACTED] (for themselves and on behalf the [REDACTED]), and our Company are unable to reach an agreement on the [REDACTED] by [REDACTED], 2023, the [REDACTED] will not become unconditional and will lapse immediately. Applicants for [REDACTED] are required to pay, on application, the maximum [REDACTED] of HK\$[REDACTED] per Hong Kong [REDACTED] together with brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%, subject to refund if the [REDACTED] should be less than HK\$[REDACTED] per Hong Kong [REDACTED].

The [REDACTED] (for themselves and on behalf the [REDACTED]), may, with consent of our Company, reduce the number of Hong Kong [REDACTED] and/or the [REDACTED] below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the Hong Kong [REDACTED]. In such a case, notices of the reduction in the number of Hong Kong [REDACTED] and/or the [REDACTED] will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at <http://www.yanzhiwu.com> as soon as practicable but in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong [REDACTED]. For further information, please refer to the sections headed “Structure of the [REDACTED]” and “How to Apply for Hong Kong [REDACTED]” in this document.

We are incorporated and our business and assets are located in the PRC. [REDACTED] should be aware of the differences in legal, economic and financial systems between the PRC and Hong Kong, and the fact that there are different risk factors relating to investments in PRC-incorporated companies. [REDACTED] 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,” “Regulatory Overview,” “Appendix III—Taxation and Foreign Exchange,” “Appendix IV—Summary of Principal Legal and Regulatory Provisions” and “Appendix V—Summary of Articles of Association of the Company” in this document.

The obligations of the [REDACTED] under the [REDACTED] to [REDACTED], and to procure applicants for the [REDACTED] for, the Hong Kong [REDACTED], are subject to termination by the [REDACTED] (for themselves and on behalf the [REDACTED]) if certain grounds arise prior to [REDACTED]. Further details of such circumstances are set out in the section headed “[REDACTED]—[REDACTED]—Grounds for Termination.” 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 offered, sold, pledged or transferred within the United States, except pursuant to an available exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being offered and sold (1) in the United States solely to QIBs in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S.

ATTENTION

We have adopted a fully electronic [REDACTED] process for the [REDACTED]. We will not provide printed copies of this document or printed copies of any [REDACTED] to the public in relation to the [REDACTED].

This document is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at <http://www.yanzhiwu.com>.

If you require a printed copy of this document, you may download and print from the website addresses above.

* For identification purposes only

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