

IMPORTANT

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



Sunho Biologics, Inc. 盛禾生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)

[REDACTED]

- Number of [REDACTED] under the : [REDACTED] Shares
[REDACTED]
- Number of [REDACTED] : [REDACTED] Shares (subject to
reallocation)
- Number of [REDACTED] : [REDACTED] Shares (subject to
reallocation)
- Maximum [REDACTED] : HK\$[REDACTED], plus brokerage fee
of 1%, SFC transaction levy of
0.0027%, 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\$0.0005 per Share
[REDACTED] : [REDACTED]

Sole Sponsor, [REDACTED],
[REDACTED], [REDACTED], [REDACTED]



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The [REDACTED] is expected to be determined by agreement between us, and the [REDACTED] (for itself and on behalf of the [REDACTED]) on or around [REDACTED], 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 expected to be not less than HK\$[REDACTED] per [REDACTED], unless otherwise announced. [REDACTED] for [REDACTED] are required to pay, on [REDACTED], the maximum [REDACTED] of HK\$[REDACTED] per [REDACTED] for each [REDACTED] together with brokerage of 1%, 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] as finally determined is less than HK\$[REDACTED] per [REDACTED]. If, for any reason, the [REDACTED] is not agreed between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) by 12:00 noon on [REDACTED], the [REDACTED] (including the [REDACTED]) will not proceed and will lapse.

The [REDACTED] may, for itself and on behalf of the [REDACTED], where considered appropriate and with the consent of our Company, reduce the number of [REDACTED] and/or the indicative [REDACTED] 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, we will, as soon as practicable following the decision to make such reduction and in any event not later than the morning of the day which is the last day for lodging [REDACTED] under the [REDACTED], cause an announcement to be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and on the website of our Company at www.sunho-bio.com.cn. See “Structure of the [REDACTED]” and “How to Apply for the [REDACTED]” for more details.

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 [REDACTED], [REDACTED], 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 U.S. Securities Act. The [REDACTED] are being [REDACTED] and [REDACTED] only outside the United States in offshore transactions in reliance on Regulation S.

Prior to making an [REDACTED] decision, [REDACTED] should consider carefully all of the information set out in this document, including the risk factors as set out in the section headed “Risk Factors” in this document. The obligations of the [REDACTED] under 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]. Such grounds are set out in the section headed “[REDACTED]” in this document. It is important that you refer to that section for further details.

[REDACTED]

[REDACTED]

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[REDACTED]

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[REDACTED]