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## IMPORTANT

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**IMPORTANT: If you are in doubt about any of the contents of this supplemental prospectus, you should seek independent professional advice.**

This is a supplemental prospectus (the “**Supplemental Prospectus**”) issued by SenseTime Group Inc. (商汤集团股份有限公司) (the “**Company**”), which amends and supplements the prospectus issued by the Company on December 7, 2021 (the “**Prospectus**”) in connection with the global offering and listing of its class B shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). A copy of this Supplemental Prospectus in English and Chinese versions, together with (i) a printed copy of the New **GREEN** Application Form (as defined below), (ii) a certificate in the approved manner as to the accuracy of the Chinese translation of this Supplemental Prospectus and the New **GREEN** Application Form (as defined below), (iii) a certificate in the approved manner as to the competency of the Chinese translator given by the Joint Sponsors, (iv) the written consents of the Joint Sponsors and Hughes Hubbard & Reed LLP to the issue of this Supplemental Prospectus with the inclusion of their respective names and references in the form and context in which they respectively appear in this Supplemental Prospectus, and (v) copies of the additional material contracts referred to in the paragraph headed “Miscellaneous — Summary of Additional Material Contracts” in this Supplemental Prospectus have been registered with 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 and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Supplemental Prospectus or any other documents referred to above.

This Supplemental Prospectus is a prospectus for the purpose of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. If you are in doubt about this Supplemental Prospectus, you should consult your broker, bank manager, legal advisor, professional accountant or other professional advisor.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this Supplemental Prospectus, 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 Supplemental Prospectus.

Potential investors should read this Supplemental Prospectus in conjunction with the Prospectus in order to understand the offer to which the documents relate. To the extent that anything in this Supplemental Prospectus qualifies or contradicts anything in the Prospectus, this Supplemental Prospectus amends the Prospectus.

This Supplemental Prospectus, for which our Directors (including our independent non-executive Directors) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the purpose of giving information with regard to our Company. Our Directors (including our independent non-executive Directors), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Supplemental Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Prospectus misleading.

Unless otherwise defined herein, terms used in this Supplemental Prospectus shall have the same meanings as those defined in the Prospectus.

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**SenseTime Group Inc.**  
**商汤集团股份有限公司**

*(a company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0020)**

## SUPPLEMENTAL PROSPECTUS

Our Company is issuing this Supplemental Prospectus pursuant to the Twentieth Schedule, Part 2, section 1(a)(i) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and Rule 11.13 of the Listing Rules. This Supplemental Prospectus amends and supplements the Prospectus and should be read in conjunction with the Prospectus and the New **GREEN** Application Form.

The information contained in this Supplemental Prospectus is not for distribution, directly or indirectly, in or into the United States (and its territories, possessions and all areas subject to its jurisdiction). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been and will not be registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, pledged or transferred within the United States or to, or for the account or benefit of, any U.S. Investors. No public offering of the securities will be made in the United States.

Prior to making any investment decisions, prospective investors should carefully consider all of the information set out in the Prospectus and this Supplemental Prospectus, including, without limitation, the risk factors set out in the section headed “Risk Factors” in the Prospectus and this Supplemental Prospectus.

The Company will be controlled through weighted voting rights upon Listing. Prospective investors should be aware of the potential risks of investing in a company with a WVR Structure, in particular that the WVR Beneficiaries, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of Shareholders’ resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with our WVR Structure, please see the section headed “Risk Factors — Risks relating to our WVR Structure” in the Prospectus (as amended and supplemented by this Supplemental Prospectus). Prospective investors should make the decision to invest in the Company only after due and careful consideration.

### ATTENTION

**We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or this Supplemental Prospectus or the New GREEN Application Form to the public in relation to the Hong Kong Public Offering. This Supplemental Prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.sensetime.com](http://www.sensetime.com). If you require a printed copy of this Supplemental Prospectus, you may download and print from the website addresses above.**

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## ADDITIONAL INFORMATION

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References are made to Prospectus issued by the Company dated December 7, 2021 and the announcement of the Company dated December 13, 2021.

### Latest Development

#### U.S. Regulatory Development

On December 10, 2021, the U.S. Department of the Treasury designated SenseTime Group Limited as a Chinese Military-Industrial Complex company (“**CMIC**”) by adding it to the Non-SDN Chinese Military-Industrial Complex Companies List (the “**NS-CMIC List**”) under Executive Order 13959, as amended through Executive Order 14032 (the “**Executive Order**”), with an effective date of February 8, 2022.

The Executive Order prohibits United States persons as defined in Section 3(d) of the Executive Order, beginning on the effective date for the designation of a CMIC, from “the purchase or sale of any publicly traded securities, or any publicly traded securities that are derivative of such securities or are designed to provide investment exposure to such securities, of any person listed” as a CMIC (the “**Relevant Securities**”), unless licensed or authorized by the relevant U.S. government authority. A United States person that has purchased Relevant Securities prior to the effective date for the designation of a CMIC would have a grace period until 365 days after the designation of the relevant CMIC to engage in purchases or sales of the Relevant Securities if solely for the purpose of divestment. Under the Executive Order, United States persons include any United States citizen, lawful permanent resident, entity organized under the laws of the United States or any jurisdiction within the United States (including foreign branches), or any person in the United States.

Based on OFAC FAQs 857 and 905, our legal advisor as to U.S. export control law and sanctions law, Hughes Hubbard & Reed LLP (“**HHR**”), are of the view that the designation of SenseTime Group Limited as a CMIC only restricts United States persons from purchasing or selling the Relevant Securities of SenseTime Group Limited. Being a wholly owned subsidiary of the Company, SenseTime Group Limited does not have any publicly traded securities outstanding, nor does it intend to issue any publicly traded securities in the foreseeable future. In addition, under the Executive Order, based on OFAC FAQ 905, the CMIC designation imposes a restriction on the Relevant Securities of SenseTime Group Limited only, and does not impose any restriction on the business operations of SenseTime Group Limited itself nor those of any other member of our Group, including our Company.

Based on OFAC FAQ 857, HHR further confirm that a CMIC designation and associated restrictions apply to the legal entity specifically named on the NS-CMIC List only, and accordingly, do not restrict United States persons from purchasing or selling the publicly traded securities of any affiliate of such named legal entity that is not identified on the NS-CMIC List, including direct or indirect parent companies or subsidiaries, so long as such affiliate’s publicly traded securities are neither derivative of nor designed to provide investment exposure to the publicly traded securities of that CMIC. Since SenseTime Group Limited, being the legal entity specifically named on the NS-CMIC List, is a wholly owned subsidiary of the Company and itself does not have any publicly

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## ADDITIONAL INFORMATION

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traded securities outstanding, no publicly traded securities will be considered as derivative of or designed to provide investment exposure to such non-existent securities of SenseTime Group Limited. Therefore, the addition of SenseTime Group Limited to the NS-CMIC List does not restrict any United States person from (i) purchasing Class B Shares of the Company in connection with the Global Offering or subsequently trading over our Class B Shares on the Stock Exchange or, (ii) in the case of our existing United States person shareholders, from continuing to own the Shares of the Company. However, due to the dynamic and evolving nature of the relevant U.S. regulations, we have required to exclude U.S. Investors from subscribing for Offer Shares in the Global Offering, including those offered in the Hong Kong Public Offering. The designation of SenseTime Group Limited as a CMIC, however, may impact negatively general investor interest in our Class B Shares, which may in turn adversely affect the liquidity and market price of our Class B Shares.

See “Amendments to the Prospectus — Risk Factors — One of our subsidiaries, SenseTime Group Limited, was added to the U.S. Non-SDN Chinese Military-Industrial Complex Companies List by the U.S. Department of the Treasury on December 10, 2021, which restricts United States persons from investing in the publicly traded securities of SenseTime Group Limited or certain related investment products. This restriction and any restrictions that may be imposed in the future, alone or together, could limit our Group’s ability to raise funds, in particular, from U.S. investors, and the liquidity and market price of our publicly traded securities, including our Class B Shares, could be adversely affected due to a lack of U.S. investor participation.”

### Our Cornerstone Investors

There are changes to the list of our Cornerstone Investors as set out in the Prospectus. We have entered into certain new cornerstone investment agreements and certain amendment agreements to the original cornerstone investment agreements. Pursuant to these agreements, the cornerstone investors have agreed to, subject to certain conditions, subscribe for such number of Offer Shares that may be purchased with an aggregate amount of approximately US\$511.6 million (approximately HK\$3,990 million) at the Offer Price:

<u>Offer Price</u>	<u>Total number of Class B Shares to be subscribed by the Cornerstone Investors (note 1)</u>	<u>Approximate % of the Offer Shares (assuming the Over-allotment Option is not exercised)</u>	<u>Approximate % of issued share capital immediately following the completion of the Global Offering (note 1) (assuming the Over-allotment Option is not exercised)</u>
HK\$3.99 (high-end of the indicative Offer Price Range) . . .	997,045,000	66.47%	3.00%
HK\$3.92 (mid-point of the indicative Offer Price Range) . . . . .	1,014,848,000	67.66%	3.05%
HK\$3.85 (low-end of the indicative Offer Price Range) . . .	1,033,300,000	68.89%	3.10%

*Note:*

- (1) Subject to rounding down to the nearest whole board lot of 1,000 Class B Shares. Calculated based on the exchange rate as set out in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” in the Prospectus (as amended and supplemented by this Supplemental Prospectus).

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## ADDITIONAL INFORMATION

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We have also entered into certain termination agreements to the original cornerstone investment agreements, pursuant to which the subscription obligation of certain cornerstone investors is terminated.

For further details, please see “Cornerstone Investors” in this Supplemental Prospectus.

### **Change of Underwriters**

Pursuant to the Amendment Agreement to the Hong Kong Underwriting Agreement, each of Guotai Junan Securities (Hong Kong) Limited and BOCOM International Securities Limited ceased to be a Joint Bookrunner, a Joint Lead Manager and an Underwriter. Other than the above changes, the composition of the Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers and Underwriters remains unchanged.

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## REVISED TIMETABLE OF THE GLOBAL OFFERING

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The Global Offering has been postponed in order to enable prospective investors to consider the potential impact of the Additional Information, together with other matters disclosed in this Supplemental Prospectus, on their decision to invest in the Offer Shares.

The revised timetable<sup>(1)</sup> of the Global Offering is as follows:

Announcement of the issuance of this Supplemental Prospectus to be published posted on our website at <a href="http://www.sensetime.com">www.sensetime.com</a> <sup>(5)</sup> and the website of the Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> , respectively from . . . . .	Monday, December 20, 2021
This Supplemental Prospectus to be published posted on our website at <a href="http://www.sensetime.com">www.sensetime.com</a> <sup>(5)</sup> and the website of the Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> , respectively from . . . . .	Monday, December 20, 2021
Hong Kong Public Offering commences . . . . .	9:00 a.m. on Monday, December 20, 2021
Latest time for completing electronic applications under the <b>White Form eIPO</b> service through the designated website <a href="http://www.eipo.com.hk">www.eipo.com.hk</a> <sup>(2)</sup> . . . . .	11:30 a.m. on Thursday, December 23, 2021
Application lists open <sup>(3)</sup> . . . . .	11:45 a.m. on Thursday, December 23, 2021
Latest time for (a) completing payment for <b>White Form eIPO</b> applications by effecting internet banking transfer(s) or PPS payment transfer(s) and (b) giving <b>electronic application instructions</b> to HKSCC <sup>(4)</sup> . . . . .	12:00 noon on Thursday, December 23, 2021
If you are instructing your <b>broker</b> or <b>custodian</b> who is a CCASS Clearing Participant or a CCASS Custodian Participant to give <b>electronic application instructions</b> via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your <b>broker</b> or <b>custodian</b> for the latest time for giving such instructions which may be different from the latest time as stated above.	
Application lists close <sup>(3)</sup> . . . . .	12:00 noon on Thursday, December 23, 2021
Expected Price Determination Date . . . . .	Thursday, December 23, 2021
Announcement of	
(i) the Offer Price;	
(ii) the level of indication of interest in the International Offering;	
(iii) the level of applications in the Hong Kong Public Offering;	
and	
(iv) the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on our Company's website at <a href="http://www.sensetime.com">www.sensetime.com</a> <sup>(5)</sup> and the website of the Hong Kong Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> on or before . . . . .	Wednesday, December 29, 2021

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## REVISED TIMETABLE OF THE GLOBAL OFFERING

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Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

(1) in the announcement to be posted on our website at [www.sensetime.com](http://www.sensetime.com)<sup>(5)</sup> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), respectively from . . . . . Wednesday, December 29, 2021

(2) Results of allocation for the Hong Kong Public Offering will be available at [www.iporesults.com.hk](http://www.iporesults.com.hk) (alternatively: [English https://www.eipo.com.hk/en/Allotment](https://www.eipo.com.hk/en/Allotment); Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a "search by ID" function from . . . . . 8:00 a.m. on Wednesday, December 29, 2021 to 12:00 midnight on Tuesday, January 4, 2022

(3) from the allocation results telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on . . . . . Wednesday, December 29, 2021, Thursday, December 30, 2021, Friday, December 31, 2021 and Monday, January 3, 2022

Dispatch/collection of refund cheques or White Form e-Refund payment instructions in respect of (i) wholly or partially successful applications if the final Offer Price is less than the price payable on application (if applicable) and (ii) wholly or partially unsuccessful application under the Hong Kong Public Offering on or before<sup>(7) (8)</sup> . . . . . Wednesday, December 29, 2021

Dispatch/collection of Share certificates or deposit of Share certificates into CCASS in respect of wholly or partially successful application under the Hong Kong Public Offering on or before<sup>(6) (8)</sup> . . . . . Wednesday, December 29, 2021

Dealings in Class B Shares on the Stock Exchange expected to commence at 9:00 a.m. on . . . . . Thursday, December 30, 2021

*Notes:*

- (1) All dates and times refer to Hong Kong dates and times, except as otherwise stated.
- (2) You will not be permitted to submit your application under the **White Form eIPO** service through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained a payment reference number from the designated website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of the application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.
- (3) If there is a "black" rainstorm warning signal or Extreme Conditions or a tropical cyclone warning signal number 8 or above in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, December 23, 2021, the application lists will not open and close on that day. See "How to Apply for Hong Kong Offer Shares — 10. Effect of

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## REVISED TIMETABLE OF THE GLOBAL OFFERING

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Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in this Supplemental Prospectus.

- (4) Applicants who apply by giving **electronic application instructions** to HKSCC should refer to “How to Apply for Hong Kong Offer Shares — 6. Applying Through CCASS EIPO Services” in this Supplemental Prospectus.
- (5) None of the website or any of the information contained on the website forms part of the Prospectus and this Supplemental Prospectus.
- (6) The Share certificates will only become valid at 8:00 a.m. on the Listing Date, which is expected to be Thursday, December 30, 2021, provided that the Global Offering has become unconditional in all respects at or before that time.

Investors who trade Shares on the basis of publicly available allocation details or prior to the receipt of the Share certificates or prior to the Share certificates becoming valid do so entirely at their own risk. e-Refund payment instructions/refund checks will be issued in respect of wholly or partially unsuccessful applications.

- (7) e-Refund payment instructions/refund checks will be issued in respect of wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering and also in respect of wholly or partially successful applications in the event that the final Public Offer Price is less than the price payable per Offer Share on application. Part of the applicant’s Hong Kong identity card number or passport number, or, if the application is made by joint applicants, part of the Hong Kong identity card number or passport number of the first-named applicant, provided by the applicant(s) may be printed on the refund check, if any. Such data would also be transferred to a third party for refund purposes. Banks may require verification of an applicant’s Hong Kong identity card number or passport number before encashment of the refund check. Inaccurate completion of an applicant’s Hong Kong identity card number or passport number may invalidate or delay encashment of the refund check.
- (8) Applicants who have applied on **White Form eIPO** for 1,000,000 or more Hong Kong Offer Shares may collect any refund checks (where applicable) and/or Share certificates in person from our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Wednesday, December 29, 2021 or such other date as notified by us as the date of dispatch/collection of Share certificates/e-Refund payment instructions/refund checks. Applicants being individuals who are eligible for personal collection may not authorize any other person to collect on their behalf. Individuals must produce evidence of identity acceptable to our Hong Kong Share Registrar at the time of collection.

Applicants who have applied for Hong Kong Offer Shares through CCASS EIPO service should refer to “How to Apply for Hong Kong Offer Shares — Dispatch/collection of share certificates and refund monies — Personal Collection — If you apply through CCASS EIPO service” in this Supplemental Prospectus for details.

Applicants who have applied through the **White Form eIPO** service and paid their applications monies through single bank accounts may have refund monies (if any) dispatched to the bank account in the form of e-Refund payment instructions. Applicants who have applied through the **White Form eIPO** service and paid their application monies through multiple bank accounts may have refund monies (if any) dispatched to the address as specified in their application instructions in the form of refund checks by ordinary post at their own risk.

Share certificates and/or refund checks for applicants who have applied for less than 1,000,000 Hong Kong Offer Shares and any uncollected Share certificates and/or refund checks will be dispatched by ordinary post, at the applicants’ risk, to the addresses specified in the relevant applications.

Further information is set out in “How to Apply for Hong Kong Offer Shares — Refund of application monies” and “How to Apply for Hong Kong Offer Shares — Dispatch/collection of share certificates and refund monies” in this Supplemental Prospectus.



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## AMENDMENTS TO THE PROSPECTUS

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In view of the Additional Information, the following amendments to the Prospectus have been made.

### Cover

The identities of the Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers on the cover of the Prospectus have been amended to read as follows:



### Important

The identities of the Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers under the section headed “Important” of the Prospectus have been amended to read as follows:



The third paragraph under the section headed “Important” of the Prospectus has been amended to read as follows:

“The Offer Price is expected to be fixed by agreement between the Joint Representatives (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, December 23, 2021 (Hong Kong time) and, in any event, not later than Wednesday, December 29, 2021 (Hong Kong time). The Offer Price will be not more than HK\$3.99 and is currently expected to be not less than HK\$3.85 per Offer Share. If, for any reason, the Offer Price is not agreed by Wednesday, December 29, 2021 (Hong Kong time) between the Joint Representatives (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.”

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## AMENDMENTS TO THE PROSPECTUS

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The fifth paragraph under the section headed “Important” of the Prospectus has been amended to read as follows:

“The Offer Shares have not been and will not be registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, pledged or transferred within the United States or to, or for the account or benefit of, any U.S. Investors.”

The fourth paragraph of the section headed “Important Notice to Investors: Fully Electronic Application Process” under the section headed “Important” of the Prospectus has been amended to read as follows:

“If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited, both at +852 2862 8646 on the following dates:

Monday, December 20, 2021 — 9:00 a.m. to 9:00 p.m.  
Tuesday, December 21, 2021 — 9:00 a.m. to 9:00 p.m.  
Wednesday, December 22, 2021 — 9:00 a.m. to 9:00 p.m.  
Thursday, December 23, 2021 — 9:00 a.m. to 12:00 noon”

The second paragraph of the warning statement on the Contents Page of the Prospectus has been amended to read as follows:

“You should rely only on the information contained in this Prospectus (as amended and supplemented by the Supplemental Prospectus), the Supplemental Prospectus and the New **GREEN** Application Form to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this Prospectus (as amended and supplemented by the Supplemental Prospectus). Any information or representation not included in this Prospectus (as amended and supplemented by the Supplemental Prospectus) must not be relied on by you as having been authorized by us, the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of our or their respective directors, officers, employees, agents or representatives of any of them, or any other person or party involved in the Global Offering. Information contained on our website, located at [www.sensetime.com](http://www.sensetime.com), does not form part of this Prospectus and the Supplemental Prospectus.”

### **Contents**

The first paragraph of the section headed “Contents” of the Prospectus has been amended to read as follows:

“This prospectus (as amended and supplemented by the Supplemental Prospectus) is issued by our Company solely in connection with the Hong Kong Public Offering and the Hong Kong Offer

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## AMENDMENTS TO THE PROSPECTUS

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Shares and does not constitute an offer to sell or a solicitation of an offer to subscribe for or buy any security other than the Hong Kong Offer Shares. This prospectus (as amended and supplemented by the Supplemental Prospectus) may not be used for the purpose of, and does not constitute, an offer to sell or a solicitation of an offer to subscribe for or buy any security in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus (as amended and supplemented by the Supplemental Prospectus) and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom. This prospectus may not be used to make offers to sell any Shares to U.S. Investors.”

### Summary

The following paragraphs under the section headed “Summary — Recent Development — Regulatory Developments” are added to read as follows:

#### “U.S. Regulatory Development

On December 10, 2021, the U.S. Department of the Treasury designated SenseTime Group Limited as a Chinese Military-Industrial Complex company (“**CMIC**”) by adding it to the Non-SDN Chinese Military-Industrial Complex Companies List (the “**NS-CMIC List**”) under Executive Order 13959, as amended through Executive Order 14032 (the “**Executive Order**”), with an effective date of February 8, 2022.

The Executive Order prohibits United States persons as defined in Section 3(d) of the Executive Order, beginning on the effective date for the designation of a CMIC, from “the purchase or sale of any publicly traded securities, or any publicly traded securities that are derivative of such securities or are designed to provide investment exposure to such securities, of any person listed” as a CMIC (the “**Relevant Securities**”), unless licensed or authorized by the relevant U.S. government authority. A United States person that has purchased Relevant Securities prior to the effective date for the designation of a CMIC would have a grace period until 365 days after the designation of the relevant CMIC to engage in purchases or sales of the Relevant Securities if solely for the purpose of divestment. Under the Executive Order, United States persons include any United States citizen, lawful permanent resident, entity organized under the laws of the United States or any jurisdiction within the United States (including foreign branches), or any person in the United States.

Based on OFAC FAQs 857 and 905, our legal advisor as to U.S. export control law and sanctions law, Hughes Hubbard & Reed LLP (“**HHR**”), are of the view that the designation of SenseTime Group Limited as a CMIC only restricts United States persons from purchasing or selling the Relevant Securities of SenseTime Group Limited. Being a wholly owned subsidiary of the Company, SenseTime Group Limited does not have any publicly traded securities outstanding, nor does it intend to issue any publicly traded securities in the foreseeable future. In addition, under the Executive Order, based on OFAC FAQ 905, the CMIC designation imposes a restriction on the Relevant Securities of SenseTime Group Limited only, and does not impose any restriction on the business operations of SenseTime Group Limited itself nor those of any other member of our Group, including our Company.

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## AMENDMENTS TO THE PROSPECTUS

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Based on OFAC FAQ 857, HHR further confirm that a CMIC designation and associated restrictions apply to the legal entity specifically named on the NS-CMIC List only, and accordingly, do not restrict United States persons from purchasing or selling the publicly traded securities of any affiliate of such named legal entity that is not identified on the NS-CMIC List, including direct or indirect parent companies or subsidiaries, so long as such affiliate’s publicly traded securities are neither derivative of nor designed to provide investment exposure to the publicly traded securities of that CMIC. Since SenseTime Group Limited, being the legal entity specifically named on the NS-CMIC List, is a wholly owned subsidiary of the Company and itself does not have any publicly traded securities outstanding, no publicly traded securities will be considered as derivative of or designed to provide investment exposure to such non-existent securities of SenseTime Group Limited. Therefore, the addition of SenseTime Group Limited to the NS-CMIC List does not restrict any United States person from (i) purchasing Class B Shares of the Company in connection with the Global Offering or subsequently trading over our Class B Shares on the Stock Exchange or, (ii) in the case of our existing United States person shareholders, from continuing to own the Shares of the Company. However, due to the dynamic and evolving nature of the relevant U.S. regulations, we have required to exclude U.S. Investors from subscribing for Offer Shares in the Global Offering, including those offered in the Hong Kong Public Offering. The designation of SenseTime Group Limited as a CMIC, however, may impact negatively general investor interest in our Class B Shares, which may in turn adversely affect the liquidity and market price of our Class B Shares.

See “Risk Factors — One of our subsidiaries, SenseTime Group Limited, was added to the U.S. Non-SDN Chinese Military-Industrial Complex Companies List by the U.S. Department of the Treasury on December 10, 2021, which restricts United States persons from investing in the publicly traded securities of SenseTime Group Limited or certain related investment products. This restriction and any restrictions that may be imposed in the future, alone or together, could limit our Group’s ability to raise funds, in particular, from U.S. investors, and the liquidity and market price of our publicly traded securities, including our Class B Shares, could be adversely affected due to a lack of U.S. investor participation.”

### Definitions

The following definitions under the section headed “Definitions” are added to read as follows:

“Amendment Agreement to the Hong Kong Underwriting Agreement”	the amendment agreement dated December 17, 2021 relating to the Hong Kong Underwriting Agreement entered into, among others, the Company, the Joint Representatives, the Joint Sponsors and the Hong Kong Underwriters
“New <b>GREEN</b> Application Form”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, which is issued together with the Supplemental Prospectus
“U.S. Investors”	(i) U.S. persons as defined in Rule 902(k)(1) of Regulation S under the US Securities Act or (ii) United States person as defined in Section 3(d) of U.S. Executive Order 13959, as

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## AMENDMENTS TO THE PROSPECTUS

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amended through U.S. Executive Order 14032, which includes any United States citizen, lawful permanent resident, entity organized under the laws of the United States or any jurisdiction within the United States (including foreign branches), or any person in the United States

“Supplemental Prospectus” the supplemental prospectus being issued in connection with the Hong Kong Public Offering, which amends and supplements this Prospectus

The following definitions under the section headed “Definitions” are amended to read as follow:

“Hong Kong Public Offering” the offer of the Hong Kong Offer Shares to the public in Hong Kong for subscription at the Offer Price, on and subject to the terms and conditions set out in this Prospectus (as amended and supplemented by the Supplemental Prospectus) and the New **GREEN** Application Form, see “Structure of the Global Offering”

“Hong Kong Underwriting Agreement” the underwriting agreement dated December 6, 2021 (as amended and supplemented by the Amendment Agreement to the Hong Kong Underwriting Agreement) relating to the Hong Kong Public Offering entered into among our Company, the Joint Representatives, the Joint Sponsors and the Hong Kong Underwriters, see “Underwriting”

“International Offering” the offering of the International Offer Shares at the Offer Price outside the United States in accordance with Regulation S to investors that are not, and not for the account or benefit of, U.S. Investors, see “Structure of the Global Offering”

“International Underwriting Agreement” the international underwriting agreement relating to the International Offering, which is expected to be entered into by, among others, our Company, the Joint Representatives and the International Underwriters on or about Thursday, December 23, 2021

“Listing Date” the date on which dealings in our Class B Shares first commence on the Stock Exchange, which is expected to be on or about Thursday, December 30, 2021

“Prospectus” this prospectus being issued in connection with the Hong Kong Public Offering, which has been amended and supplemented by the Supplemental Prospectus

“Stock Borrowing Agreement” the stock borrowing agreement expected to be entered into on or around December 23, 2021 between SenseTalent and the

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## AMENDMENTS TO THE PROSPECTUS

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Stabilizing Manager (or its affiliates) pursuant to which the Stabilizing Manager may borrow up to 225,000,000 Class B Shares from SenseTalent to facilitate the settlement of over-allocations in the International Offering

### Risk Factors

The following risk factor under the section headed “Risk Factors” has been added to read as follows:

**“One of our subsidiaries, SenseTime Group Limited, was added to the U.S. Non-SDN Chinese Military-Industrial Complex Companies List by the U.S. Department of the Treasury on December 10, 2021, which restricts United States persons from investing in the publicly traded securities of SenseTime Group Limited or certain related investment products. This restriction and any restrictions that may be imposed in the future, alone or together, could limit our Group’s ability to raise funds, in particular, from U.S. investors, and the liquidity and market price of our publicly traded securities, including our Class B Shares, could be adversely affected due to a lack of U.S. investor participation.”**

On December 10, 2021, the U.S. Department of the Treasury designated SenseTime Group Limited as a Chinese Military-Industrial Complex company (“**CMIC**”) by adding it to the Non-SDN Chinese Military-Industrial Complex Companies List (the “**NS-CMIC List**”) under Executive Order 13959, as amended through Executive Order 14032 (the “**Executive Order**”), with an effective date of February 8, 2022.

The Executive Order prohibits United States persons as defined in Section 3(d) of the Executive Order, beginning on the effective date for the designation of a CMIC, from “the purchase or sale of any publicly traded securities, or any publicly traded securities that are derivative of such securities or are designed to provide investment exposure to such securities, of any person listed” as a CMIC (the “**Relevant Securities**”), unless licensed or authorized by the relevant U.S. government authority. A United States person that has purchased Relevant Securities prior to the effective date for the designation of a CMIC would have a grace period until 365 days after the designation of the relevant CMIC to engage in purchases or sales of the Relevant Securities if solely for the purpose of divestment.

Based on OFAC FAQs 857 and 905, our legal advisor as to U.S. export control law and sanctions law, Hughes Hubbard & Reed LLP (“**HHR**”), are of the view that the designation of SenseTime Group Limited as a CMIC only restricts United States persons from purchasing or selling the Relevant Securities of SenseTime Group Limited. Being a wholly owned subsidiary of the Company, SenseTime Group Limited does not have any publicly traded securities outstanding, nor does it intend to issue any publicly traded securities in the foreseeable future.

Based on OFAC FAQ 857, HHR further confirm that a CMIC designation and associated restrictions apply to the legal entity specifically named on the NS-CMIC List only, and accordingly,

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## AMENDMENTS TO THE PROSPECTUS

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do not restrict United States persons from purchasing or selling the publicly traded securities of any affiliate of such named legal entity that is not identified on the NS-CMIC List, including direct or indirect parent companies or subsidiaries, so long as such affiliate's publicly traded securities are neither derivative of nor designed to provide investment exposure to the publicly traded securities of that CMIC. Since SenseTime Group Limited, being the legal entity specifically named on the NS-CMIC List, is a wholly owned subsidiary of the Company and itself does not have any publicly traded securities outstanding, no publicly traded securities will be considered as derivative of or designed to provide investment exposure to such non-existent securities of SenseTime Group Limited. Therefore, the addition of SenseTime Group Limited to the NS-CMIC List does not restrict any United States person from (i) purchasing Class B Shares of the Company in connection with the Global Offering or subsequently trading over our Class B Shares on the Stock Exchange or, (ii) in the case of our existing United States person shareholders, from continuing to own the Shares of the Company. However, due to the dynamic and evolving nature of the relevant U.S. regulations, we have required to exclude U.S. Investors from subscribing for Offer Shares in the Global Offering, including those offered in the Hong Kong Public Offering. In addition, the designation of SenseTime Group Limited as a CMIC may impact negatively general investor interest in our Class B Shares, which may in turn adversely affect the liquidity and market price of our Class B Shares.

Our Group's products and services are intended for civilian and commercial uses and not for any military application. However, given the political and other considerations involved in making such decisions, we cannot assure you that other members of our Group, including our Company, will not be added to the NS-CMIC List as a CMIC in the future. In such case, in particular the addition of our Company to such list, our ability to raise funds, especially from U.S. investors, could be limited, and the liquidity of our publicly traded securities, including our Class B Shares, could be adversely affected due to a lack of U.S. investor participation. In addition, certain of our existing shareholders are or could be considered as United States persons. If they divest their investment in our Company considering the foregoing risk or otherwise, the market price of our Class B Shares could be adversely affected."

### **Information about this Prospectus and the Global Offering**

The section headed "Information about this Prospectus and the Global Offering — Information on the Global Offering, Structure and Conditions of the Global Offering and Procedures for Application for Hong Kong Offer Shares" on p.135 of the Prospectus has been amended to read as follows:

"The Hong Kong Offer Shares are offered solely on the basis of the information contained, representations made, and on and subject to the terms and conditions set out, in this Prospectus (as amended and supplemented by the Supplemental Prospectus) and the New **GREEN** Application Form. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this Prospectus (as amended and supplemented by the Supplemental Prospectus) and the New **GREEN** Application Form, and any information or representation not contained in this Prospectus (as amended and supplemented by the Supplemental Prospectus) and the New **GREEN** Application Form must not be relied upon as having been authorized by our Company, the Joint Sponsors, the Joint Representatives, the Joint Global

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## AMENDMENTS TO THE PROSPECTUS

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Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, agents, employees or advisors or any other party involved in the Global Offering.

Neither the delivery of this Prospectus and the Supplemental Prospectus nor any offering, sale or delivery made in connection with the Offer Shares should, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of the Supplemental Prospectus or imply that the information contained in this Prospectus and the Supplemental Prospectus is correct as of any date subsequent to the date of the Supplemental Prospectus.

Details of the structure of the Global Offering, including its conditions, are set out in “Structure of the Global Offering” of this Prospectus (as amended and supplemented by the Supplemental Prospectus), and the procedures for applying for the Hong Kong Offer Shares are set out in “How to Apply for Hong Kong Offer Shares” of this Prospectus (as amended and supplemented by the Supplemental Prospectus) and in the New **GREEN** Application Form.”

The section headed “Information about this Prospectus and the Global Offering — Underwriting” on p.135-136 of the Prospectus has been amended to read as follows:

“This Prospectus (as amended and supplemented by the Supplemental Prospectus) is published solely in connection with the Hong Kong Public Offering, which form part of the Global Offering. For applicants under the Hong Kong Public Offering, this Prospectus (as amended and supplemented by the Supplemental Prospectus) and the New **GREEN** Application Form set out the terms and conditions of the Hong Kong Public Offering. The Listing is sponsored by the Joint Sponsors. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to us and the Joint Representatives (for themselves and on behalf of the Underwriters) agreeing on the Offer Price. The International Underwriting Agreement relating to the International Offering is expected to be entered into on or around Thursday, December 23, 2021, subject to the Offer Price being agreed. If, for any reason, our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price on or before Wednesday, December 29, 2021, the Global Offering will not proceed and will lapse. For full information about the Underwriters and the underwriting arrangements, see “Underwriting.””

The section headed “Information about this Prospectus and the Global Offering — Restrictions on Offer and Sale of the Class B Shares” on p.136 of the Prospectus has been amended to read as follows:

“Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to, or be deemed by his/her acquisition of the Class B Shares to, confirm that he/she is aware of the restrictions on offers of the Offer Shares described in this Prospectus, the Supplemental Prospectus and the New **GREEN** Application Form. No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than in Hong Kong, or the distribution of this



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## AMENDMENTS TO THE PROSPECTUS

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Prospectus, the Supplemental Prospectus and/or the New **GREEN** Application Form in any jurisdiction other than Hong Kong. Accordingly, this Prospectus, the Supplemental Prospectus and/or the New **GREEN** Application Form may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this Prospectus and the Supplemental Prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.”

The first sentence of the section headed “Information about this Prospectus and the Global Offering — Commencement of Dealings in the Class B Shares” on p.137 of the Prospectus has been amended to read as follows:

“Dealings in the Class B Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, December 30, 2021.”

### **Directors and Parties Involved in the Global Offering**

The information of the following parties involved in the Global Offering as set out in the section headed “Directors and Parties Involved in the Global Offering” on p. 141-143 of the Prospectus has been amended to read as follows:

**“Joint Global Coordinators, Joint  
Bookrunners and Joint Lead  
Managers**

**CMB International Capital Limited**  
45F, Champion Tower  
3 Garden Road  
Central  
Hong Kong

**DBS Asia Capital Limited**  
73/F The Center  
99 Queen’s Road Central  
Hong Kong

**China Merchants Securities (HK) Co., Limited**  
48/F, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong”

**“Joint Bookrunners and Joint Lead  
Managers**

**BOCI Asia Limited**  
26th Floor, Bank of China Tower  
1 Garden Road  
Hong Kong

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## AMENDMENTS TO THE PROSPECTUS

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**CCB International Capital Limited**

12/F, CCB Tower  
3 Connaught Road Central  
Central  
Hong Kong

**UOB Kay Hian (Hong Kong) Limited**

6/F, Harcourt House  
39 Gloucester Road  
Hong Kong

**ICBC International Capital Limited**

*(Joint Bookrunner only)*

37/F, ICBC Tower  
3 Garden Road  
Hong Kong

**Lu International (Hong Kong) Limited**

Room 3505, 35/F, Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

**ABCI Capital Limited**

*(Joint Bookrunner only)*

11/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

**Orient Securities (Hong Kong) Limited**

28th and 29th Floor, 100 Queen's Road Central  
Central  
Hong Kong

**Futu Securities International (Hong Kong) Limited**

Unit C1-2 13/F, United Centre  
No. 95 Queensway  
Admiralty  
Hong Kong

**Zero2IPO Securities Limited**

Unit 1506B, 15/F International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

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## AMENDMENTS TO THE PROSPECTUS

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“Legal advisor to the Company      *As to U.S. export control law and sanctions law:*  
**Hughes Hubbard & Reed LLP**  
1775 I Street, N.W.  
Washington, D.C. 20006-2401  
U.S.A.”

### Regulatory Overview

The following laws and regulations under the section headed “Regulatory Overview” has been added to read as follows:

#### “U.S. SANCTION LAWS AND REGULATIONS

On November 12, 2020, President Donald Trump issued Executive Order (“**E.O.**”) 13959 (subsequently amended by E.O.13974 on January 13, 2021), which prohibited any U.S. person from engaging in “any transaction in publicly traded securities, or any securities that are derivative of, or are designed to provide investment exposure to such securities” of a Communist Chinese Military Company (“**CCMC**”). See 85 Fed. Reg. 73185; 86 Fed. Reg. 4875. Companies subject to the E.O. were identified either on the list of CCMCs maintained by the U.S. Department of Defense (“**DoD**”) or a list of companies determined to be subject to the order (i.e., the “**Non-SDN CCMC List**”) created by the Office of Foreign Assets Control (“**OFAC**”) of the U.S. Department of the Treasury pursuant to the E.O., which had significant overlap with the DoD’s CCMC list.

On June 3, 2021, President Joseph Biden issued E.O. 14032 which replaced and superseded the operating sections (i.e., Section 1 through 5) of E.O. 13959, as amended by E.O. 13974 in their entirety (hereinafter referred to as “**E.O. 13959, as amended**”). See 86 Fed. Reg. 30145. The E.O. 13959, as amended, prohibits any U.S. person from engaging in “the purchase or sale of any publicly traded securities, or any publicly traded securities that are derivative of such securities or are designed to provide investment exposure to such securities” of Chinese companies listed in the Annex to E.O. 14032. Pursuant to E.O. 13959, as amended, OFAC is authorized to designate any company determined “to operate or have operated in the defense and related materiel sector or the surveillance technology sector of the economy of the [People’s Republic of China].” Subsequently, OFAC replaced and superseded in its entirety the NS-CCMC List with a Non-SDN Chinese Military-Industrial Complex Companies List (“**NS-CMIC List**”). The term “U.S. person,” for the purpose of E.O. 13959, as amended, means “any United States citizen, lawful permanent resident, entity organized under the laws of the United States or any jurisdiction within the United States (including foreign branches), or any person in the United States.” On December 10, 2021, OFAC designated SenseTime Group Limited to the NS-CMIC List pursuant to the E.O. 13959, as amended.

The prohibitions of E.O. 13959, as amended, take effect beginning at 12:01 a.m. eastern daylight time on the date that is 60 days after the date of the determination with respect to any person not listed in the Annex to E.O. 13959, as amended. The purchase or sale of publicly traded securities made solely to effect the divestment, in whole or in part, of such securities by a United States person is permitted prior to 12:01 a.m. eastern daylight time on the date that is 365 days after the date of the determination with respect to any person not listed in the Annex to E.O. 13959, as amended.

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Regarding the scope of the restrictions under the E.O. 13959, as amended, OFAC has clarified that:

- “The prohibitions in E.O. 13959, as amended, apply to a subsidiary of a Chinese Military-Industrial Complex Company (CMIC) listed on the NS-CMIC List only if such subsidiary itself is publicly listed on the NS-CMIC List by Treasury pursuant to E.O. 13959, as amended, or identified in the Annex of E.O. 13959, as amended. OFAC’s 50 percent rule does not apply to entities listed solely pursuant to E.O. 13959, as amended. Accordingly, the prohibitions on any subsidiaries listed on the NS-CMIC List would go into effect beginning 12:01 a.m. eastern time on the date that is 60 days after such subsidiary is added to the NS-CMIC List.” (OFAC FAQ 857)
- “The prohibitions of E.O. 13959, as amended, apply only with respect to certain purchases or sales of publicly traded securities of entities listed on the NS-CMIC List. E.O. 13959, as amended, does not prohibit activity with entities listed on the NS-CMIC List that is unrelated to such securities, such as the purchase or sale of goods or services. E.O. 13959, as amended, also does not prohibit the purchase or sale of goods or services with respect to subsidiaries of such entities.” (OFAC FAQ 905)

Section 2 of the E.O. 13959, as amended, prohibits “[a]ny transaction that evades or avoids, has the purpose of evading or avoiding . . . the prohibitions set forth in this order” as well as “[a]ny conspiracy formed to violate any of the prohibitions set forth in this order.” However, OFAC has authorized certain forms of facilitation by a U.S. person:

- “For purposes of E.O. 13959, as amended, activity by U.S. persons related to the following services are considered permissible, to the extent that such support services are not provided to U.S. persons in connection with prohibited purchases or sales: clearing, execution, settlement, custody, transfer agency, back-end services, as well as other such support services.” (OFAC FAQ 863)
- “Market intermediaries, including market makers, and other participants may engage in ancillary or intermediary activities that are necessary to effect divestiture during the relevant wind-down periods or that are not otherwise prohibited under E.O. 13959, as amended. Purchases or sales by U.S. persons (including investors and intermediaries) involving investment funds that are seeking to divest during the relevant wind-down periods are permitted.” (OFAC FAQ 865)
- “U.S. persons are not prohibited from providing investment advisory, investment management, or similar services to a non-U.S. person, including a foreign entity or foreign fund, in connection with the non-U.S. person’s purchase or sale of a covered security, provided that the underlying purchase or sale would not otherwise violate E.O. 13959, as amended.” (OFAC FAQ 902)
- “For purposes of E.O. 13959, as amended, U.S. persons employed by non-U.S. entities are not prohibited from being involved in, or otherwise facilitating, purchases or sales related

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to a covered security on behalf of their non-U.S. employer, provided that such activity is in the ordinary course of their employment and the underlying purchase or sale would not otherwise violate E.O. 13959, as amended, (e.g., neither the purchase nor sale of the covered security is for the ultimate benefit of a U.S. person; neither the purchase or sale is a willful attempt to evade the prohibitions of E.O. 13959, as amended, etc.).” (OFAC FAQ 903)

- “U.S. market makers, and non-U.S. market makers who employ U.S. persons, are permitted to engage in activities that are necessary to effect divestiture during the during the 365-day periods in which divestment transactions are permitted or that are not otherwise prohibited under E.O. 13959, as amended, including the conversion of American depositary receipts (ADRs) of a CMIC into underlying securities of the CMIC on the foreign exchange where the underlying securities are listed.” (OFAC FAQ 904)”

### **Business**

The third paragraph under section headed “Business — U.S. Export Control Laws and Regulations” on p.325-326 of the Prospectus has been amended to read as follows:

“Based on the Frequently Asked Questions (“FAQ”) No. 134 and 136 issued by BIS, Hughes Hubbard & Reed LLP (“HHR”), our legal advisor as to U.S. export control law and sanctions law, confirmed that the restrictions imposed on Beijing SenseTime as a result of the Entity List Addition do not apply to other Group entities that are legally distinct from Beijing SenseTime. FAQ No. 134 clarified that “[s]ubsidiaries, parent companies, and sister companies are legally distinct from listed entities [and.] . . . [t]herefore, the licensing and other obligations imposed on a listed entity by virtue of its being listed do not per se apply to its subsidiaries, parent companies, sister companies, or other legally distinct affiliates that are not listed on the Entity List.” Similarly, BIS has also advised that “[t]he Entity List license requirements do not extend to parent companies unless the applicable listing for the company so states” (see BIS FAQ 136).”

### **Cornerstone Investors**

The entire section headed “Cornerstone Investors” of the Prospectus has been amended and restated by the section headed “Cornerstone Investors” of this Supplemental Prospectus. For further details, please refer to the section headed “Cornerstone Investors” of this Supplemental Prospectus.

### **Underwriting**

The section headed “Underwriting — Hong Kong Underwriter” on p.469 of the Prospectus has been amended to read as follows:

“China International Capital Corporation Hong Kong Securities Limited  
Haitong International Securities Company Limited  
The Hongkong and Shanghai Banking Corporation Limited  
CMB International Capital Limited

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DBS Asia Capital Limited  
China Merchants Securities (HK) Co., Limited  
BOCI Asia Limited  
CCB International Capital Limited  
UOB Kay Hian (Hong Kong) Limited  
ICBC International Securities Limited  
Lu International (Hong Kong) Limited  
ABCI Securities Company Limited  
Orient Securities (Hong Kong) Limited  
Futu Securities International (Hong Kong) Limited  
Zero2IPO Securities Limited”

The section headed “Underwriting — Underwriting” on p.469 of the Prospectus has been amended to read as follows:

“This Prospectus (as amended and supplemented by the Supplemental Prospectus) is published solely in connection with the Hong Kong Public Offering. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis. The International Offering is expected to be fully underwritten by the International Underwriters. If, for any reason, the Offer Price is not agreed between the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company on or before Wednesday, December 29, 2021 the Global Offering will not proceed and will lapse.

The Global Offering comprises the Hong Kong Public Offering of initially 150,000,000 Hong Kong Offer Shares and the International Offering of initially 1,350,000,000 International Offer Shares, subject, in each case, to reallocation on the basis as described in the section headed “Structure of the Global Offering” in this Prospectus (as amended and supplemented by the Supplemental Prospectus) as well as to the Over-allotment Option in the case of the International Offering.”

The first and second paragraphs of the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement” on p.470 of the Prospectus has been amended to read as follows:

“The Hong Kong Underwriting Agreement was entered into on Monday, December 6, 2021, and was amended and supplemented by the Amendment Agreement to the Hong Kong Underwriting Agreement on Friday, December 17, 2021. Pursuant to the Hong Kong Underwriting Agreement, we are offering the Hong Kong Offer Shares for subscription by the public in Hong Kong on the terms and conditions set out in this Prospectus (as amended and supplemented by the Supplemental Prospectus), the New **GREEN** Application Form, and the Hong Kong Underwriting Agreement at the Offer Price.

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Subject to (i) the Listing Committee granting approval for the listing of, and permission to deal in, the Class B Shares in issue (including the Class B Shares on conversion of the Preferred Shares) and to be issued pursuant to Global Offering (including any additional Class B Shares that may be issued pursuant to (a) the exercise of the Over-allotment Option and (b) conversion of Class A Shares into Class B Shares on a one to one basis), on the Main Board of the Stock Exchange and such approval not having been withdrawn and (ii) certain other conditions set out in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have agreed severally, but not jointly, to subscribe or procure subscribers for their respective applicable proportions of the Hong Kong Offer Shares being offered which are not taken up under the Hong Kong Public Offering on the terms and conditions set out in this Prospectus (as amended and supplemented by the Supplemental Prospectus), the New **GREEN** Application Form and the Hong Kong Underwriting Agreement.”

Paragraphs x. and xi. under part (a) of the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” on p. 472 of the Prospectus has been amended to read as follows:

- “x. non-compliance of the Prospectus or the Supplemental Prospectus (or any other documents used in connection with the contemplated subscription and sale of the Offer Shares) or any aspect of the Global Offering with the Listing Rules or any other applicable laws;
- xi. the issue or requirement to issue by our Company of a supplement or amendment to the Hong Kong Prospectus, the New **GREEN** Application Form or other documents in connection with the offer and sale of the Class B Shares pursuant to the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance or the Listing Rules or upon any requirement or request of the Stock Exchange and/or the SFC; or”

Paragraphs i. and ii. under part (b) of the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” on p. 473 of the Prospectus has been amended to read as follows:

- “i. that any statement contained in the Prospectus, the **GREEN** Application Form, the formal notice of our Company, the Supplemental Prospectus, the New **GREEN** Application Form, the new formal notice of our Company and/or any notices, announcements, advertisements, communications or other documents (including any announcement, circular, document or other communication pursuant to this Agreement) issued or used by or on behalf of the Company in connection with the Hong Kong Public Offering (including any supplement or amendment thereto but excluding information furnished by the Underwriters, being the names and addresses of such underwriters appearing in the offering documents) was, when it was issued, or has become, untrue, inaccurate or incomplete in any material respect or misleading, or that any estimate, forecast, expression of opinion, intention or expectation contained in such documents is not fair and honest and based on reasonable grounds or reasonable assumptions in a material respect, when taken as a whole;

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## AMENDMENTS TO THE PROSPECTUS

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- ii. that any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of the Prospectus and/or the Supplemental Prospectus, constitute a material omission from, or misstatement in, any part of the Prospectus, the **GREEN** Application Form, the formal notice of our Company, the Supplemental Prospectus, the New **GREEN** Application Form, the new formal notice of our Company and/or in any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of the Company in connection with the Hong Kong Public Offering (including any supplement or amendment thereto);”

Paragraphs viii. and x. under part (b) of the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” on p. 474 of the Prospectus has been amended to read as follows:

“viii.that any of the experts specified in the Prospectus and/or the Supplemental Prospectus (other than the Joint Sponsors) has withdrawn its respective consent to the issue of the Prospectus and/or the Supplemental Prospectus with the inclusion of its reports, letters and/or legal opinions (as the case may be) and references to its name included in the form and context in which it respectively appears;”

“x. that our Company withdraws the Prospectus, the Supplemental Prospectus (and/or any other documents issued or used in connection with the Global Offering) or the Global Offering.”

The fifth paragraph under the section headed “Underwriting — Activities by Syndicate Members” on p.482 of the Prospectus has been amended to read as follows:

“All such activities may occur both during and after the end of the stabilizing period described in the section headed “Structure of the Global Offering” of the Prospectus (as amended and supplemented by the Supplemental Prospectus). Such activities may affect the market price or value of the Class B Shares, the liquidity or trading volume in the Class B Shares and the volatility of the price of the Class B Shares, and the extent to which this occurs from day to day cannot be estimated.”

### **Structure of the Global Offering**

The third paragraph of the section headed “Structure of the Global Offering — The Global Offering” on p.483 of the Prospectus has been amended to read as follows:

“The Global Offering (subject to reallocation and the Over-allotment Option) comprises:

- (i) the Hong Kong Public Offering of initially 150,000,000 Offer Shares (subject to reallocation) in Hong Kong as described in the subsection headed “— The Hong Kong Public Offering” below; and



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## AMENDMENTS TO THE PROSPECTUS

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- (ii) the International Offering of initially 1,350,000,000 Offer Shares (subject to reallocation and the Over-allotment Option) outside the United States (including to professional and institutional investors within Hong Kong) in offshore transactions in accordance with Regulation S to investors that are not, and not for the account or benefit of, U.S. Investors, as described in the subsection headed “— The International Offering” below.”

The first sentence of the first paragraph of the section headed “Structure of the Global Offering — The International Offering — Allocation” on p.487 of the Prospectus has been amended to read as follows:

“The International Offering will include selective marketing of Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for such Offer Shares in Hong Kong and other jurisdictions outside the United States in reliance on Regulation S to investors that are not, and not for the account or benefit of, U.S. Investors.”

The first and second paragraphs of the section headed “Structure of the Global Offering — Pricing and Allocation” on p.490 of the Prospectus has been amended to read as follows:

“Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be fixed on the Price Determination Date, which is expected to be on or about Thursday, December 23, 2021 and, in any event, not later than Wednesday, December 29, 2021 by agreement between the Joint Representatives (for themselves and on behalf of the Underwriters) and us, and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

The Offer Price will not be more than HK\$3.99 per Offer Share and is expected to be not less than HK\$3.85 per Offer Share unless otherwise announced, as further explained below. Applicants under the Hong Kong Public Offering must pay, on application, the maximum offer price of HK\$3.99 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, amounting to a total of HK\$4,030.21 for one board lot of 1,000 Class B Shares. **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the Offer Price range stated in this Prospectus (as amended and supplemented by the Supplemental Prospectus).**”

The second paragraph of the section headed “Structure of the Global Offering — Conditions of the Global Offering” on p.493 of the Prospectus has been amended to read as follows:

“If, for any reason, the Offer Price is not agreed between us and the Joint Representatives (for themselves and on behalf of the Underwriters) on or before Wednesday, December 29, 2021, the Global Offering will not proceed and will lapse.”

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## AMENDMENTS TO THE PROSPECTUS

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The fifth paragraph of the section headed “Structure of the Global Offering — Conditions of the Global Offering” on p.494 of the Prospectus has been amended to read as follows:

“Share certificates for the Offer Shares will only become valid at 8:00 a.m. on Thursday, December 30, 2021 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting” has not been exercised.”

The first paragraph of the section headed “Structure of the Global Offering — Dealing Arrangements” on p.494 of the Prospectus has been amended to read as follows:

“Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, December 30, 2021, it is expected that dealings in the Class B Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, December 30, 2021.”

### **How to Apply for Hong Kong Offer Shares**

The entire section headed “How to Apply for Hong Kong Offer Shares” of the Prospectus has been amended and restated by the section headed “How to Apply for Hong Kong Offer Shares” of this Supplemental Prospectus. For further details, please refer to the section headed “How to Apply for Hong Kong Offer Shares” of this Supplemental Prospectus.

### **Appendix IV Statutory and General Information**

The information of Hughes Hubbard & Reed LLP in the section headed “Appendix IV Statutory and General Information — E. Other Information — 8. Qualifications and consents of experts” on p. IV-60 of the Prospectus has been amended to read as follows:

“Hughes Hubbard & Reed LLP

Legal advisor as to U.S. export control law and sanctions law to our Company”

### **Appendix V Documents delivered to the Registrar of Companies in Hong Kong and Available for Inspection**

Paragraph (h) in the section headed “Appendix V Documents delivered to the Registrar of Companies in Hong Kong and Available for Inspection — Documents Available for Inspection” on p. V-1 of the Prospectus has been amended to read as follows:

“(h) the legal opinion as to U.S. export control law issued by Hughes Hubbard & Reed LLP, our legal advisor as to U.S. export control law and sanctions law;”

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## CORNERSTONE INVESTORS

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### THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a “**Cornerstone Investment Agreement**”, and together the “**Cornerstone Investment Agreements**”) with the cornerstone investors set out below (each a “**Cornerstone Investor**”, and together the “**Cornerstone Investors**”), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe for such number of Offer Shares that may be purchased with an aggregate amount of approximately US\$511.6 million (approximately HK\$3,990 million) at the Offer Price (the “**Cornerstone Placing**”).

Based on the Offer Price of HK\$3.99 per Offer Share, being the high-end of the indicative Offer Price range set out in this Prospectus, the total number of Class B Shares to be subscribed for by the Cornerstone Investors would be 997,045,000, representing approximately 66.47% of the Offer Shares and approximately 3.00% of the total issued share capital of our Company immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Based on the Offer Price of HK\$3.92 per Offer Share, being the mid-point of the indicative Offer Price range set out in this Prospectus, the total number of Class B Shares to be subscribed for by the Cornerstone Investors would be 1,014,848,000, representing approximately 67.66% of the Offer Shares and approximately 3.05% of the total issued share capital of our Company immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Based on the Offer Price of HK\$3.85 per Offer Share, being the low-end of the indicative Offer Price range set out in this Prospectus, the total number of Class B Shares to be subscribed for by the Cornerstone Investors would be 1,033,300,000, representing approximately 68.89% of the Offer Shares and approximately 3.10% of the total issued share capital of our Company immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Our Company is of the view that, leveraging on the Cornerstone Investors’ investment experience, the Cornerstone Placing will help further raise the profile of our Company and to signify that such investors have confidence in our Company’s business and prospect.

The Mixed Ownership Reform Fund is a close associate of EverestLu Holding Limited, our existing shareholder, which is ultimately controlled by China Structural Reform Fund Corporation Limited (中國國有企業結構調整基金股份有限公司) (“**China Structural Reform Fund**”). Each of the investment managers of China Structural Reform Fund (being CCT Fund Management Co., Ltd.) and the Mixed Ownership Reform Fund (being Chengtong Mixed Reform Fund Management Co. Ltd. (誠通混改私募基金管理有限公司)) is a wholly-owned subsidiary of China Chengtong. The Mixed-Ownership Reform Fund has been permitted to participate in the Cornerstone Placing pursuant to paragraph 5.2 of the Stock Exchange Guidance Letter HKEX-GL92-18 under a waiver from strict compliance with the requirements under Rule 10.04 of, and a consent under paragraph 5(2) of Appendix 6 to, the Listing Rules granted by the Stock Exchange. For further details, please refer to the section headed “Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance” of this Prospectus.

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## CORNERSTONE INVESTORS

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In addition, for the purpose of this cornerstone investment, the Mixed-Ownership Reform Fund has engaged China Merchants Securities Asset Management Co., Ltd., an asset manager that is a qualified domestic institutional investor as approved by the relevant PRC authority (the “**QDII Manager**”) to subscribe for and hold such Offer Shares on behalf of the Mixed-Ownership Reform Fund. Other than being a client of the QDII Manager, the Mixed-Ownership Reform Fund is an independent third party of the Joint Bookrunners. As the QDII Manager and China Merchant Securities (HK) Co., Limited are members of a group of companies controlled by Central Huijin, the QDII Manager is a “connected client” of China Merchant Securities (HK) Co., Limited under paragraph 13(7) of Appendix 6 to the Listing Rules. As such, an application has been made to the Stock Exchange for, and the Stock Exchange has granted us, a consent under paragraph 5(1) of Appendix 6 to the Listing Rules to allow the Offer Shares to be allocated to the QDII Manager as connected client of China Merchant Securities (HK) Co., Limited. For further details, please refer to the section headed “Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance” of this Prospectus.

The Cornerstone Placing forms part of the International Offering, and the Cornerstone Investors will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreements). The Offer Shares to be subscribed by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Class B Shares in issue following the completion of the Global Offering and to be listed on the Stock Exchange, and will be counted towards the public float of our Company. Other than those Cornerstone Investors which are our existing Shareholders or their associates as described hereunder, our Company became acquainted with each of the Cornerstone Investors through past business collaboration, direct contact with our Company, or introduction by the Underwriters.

Immediately following the completion of the Global Offering, none of the Cornerstone Investors will become a substantial shareholder of our Company, or have any Board representation in our Company. To the best knowledge of our Company, as of the date of this Prospectus, each of the Cornerstone Investors (i) (other than the Mixed-Ownership Reform Fund which is a close associate of an existing Shareholder) is an Independent Third Party, (ii) is not our connected person, (iii) (other than Guosheng Overseas HK and Shanghai AI Fund, where Shanghai Guosheng Group is a limited partner in Shanghai AI Fund) is independent of other Cornerstone Investors, (iv) (other than Mixed-Ownership Reform Fund which is a close associate of an existing Shareholder) is not financed by us, our Directors, chief executive, existing Shareholders or any of its subsidiaries or their respective close associates, and (v) (other than Mixed-Ownership Reform Fund which is a close associate of an existing Shareholder) is not accustomed to take instructions from us, our Directors, chief executive, existing Shareholders or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Class B Shares registered in their name or otherwise held by them. There are no side agreements or arrangements between us and the Cornerstone Investors. To the extent that the Offer Shares will be subscribed for by a qualified domestic institutional investor (the “**QDII**”) as the nominee of the relevant Cornerstone Investors, the relevant Cornerstone Investors will procure the QDII to comply with the terms of the Cornerstone Investment Agreements in order to ensure the compliance of the relevant Cornerstone Investors with their obligations under the relevant Cornerstone Investment Agreements.

## CORNERSTONE INVESTORS

As confirmed by each Cornerstone Investor, its subscription under the Cornerstone Placing would be financed by its own internal financial resources. Each of the Cornerstone Investors has confirmed that all necessary approvals have been obtained with respect to the Cornerstone Placing and that no specific approval from any stock exchange (if relevant) or its shareholders is required for the relevant cornerstone investment as each of them has general authority to invest.

There will be no delayed delivery of Offer Shares to be subscribed by the Cornerstone Investors and the consideration will be settled by the Cornerstone Investors on or before the Listing Date. The Offer Shares to be subscribed by the Cornerstone Investors may be deducted on a pro rata basis to satisfy the public demand in the event of over-subscription under the Hong Kong Public Offering, as described in “— the Hong Kong Public Offering — Reallocation”. Details of the allocations to the Cornerstone Investors will be disclosed in the allotment results announcement in the Hong Kong Public Offering to be published on or around December 29, 2021.

The table below sets forth details of the Cornerstone Placing:

Cornerstone Investor (each as defined below)	Based on an Offer Price of HK\$3.85 (being the low-end of the Offer Price range)					
	Subscription amount (US\$ million) <i>(Note 1)</i>	Number of Offer Shares <i>(Note 2)</i>	Assuming the Over-Allotment Option is not exercised	Assuming the Over-Allotment Option is fully exercised	Approximate % of issued share capital immediately following the completion of the Global Offering <sup>(Note 2)</sup>	Approximate % of issued share capital immediately following the completion of the Global Offering <sup>(Note 2)</sup>
Mixed-Ownership Reform Fund . . . . .	200.0	405,153,000	27.01%	1.22%	23.49%	1.21%
Xuhui Capital . . . . .	150.0	300,833,000	20.06%	0.90%	17.44%	0.90%
Guosheng Overseas HK . . . . .	72.5	146,868,000	9.79%	0.44%	8.51%	0.44%
Shanghai AI Fund . . . . .	6.0	12,154,000	0.81%	0.04%	0.70%	0.04%
SAIC HK . . . . .	30.0	60,772,000	4.05%	0.18%	3.52%	0.18%
Guotai Junan Investments . . . . .	38.0	76,979,000	5.13%	0.23%	4.46%	0.23%
HKSTP Venture Fund . . . . .	5.0	10,128,000	0.68%	0.03%	0.59%	0.03%
C-MER . . . . .	5.0	10,128,000	0.68%	0.03%	0.59%	0.03%
Taizhou Culture & Tourism . . . . .	5.1	10,285,000	0.69%	0.03%	0.60%	0.03%
<b>Total</b> . . . . .	<u>511.6</u>	<u>1,033,300,000</u>	<u>68.89%</u>	<u>3.10%</u>	<u>59.90%</u>	<u>3.08%</u>

## CORNERSTONE INVESTORS

Based on an Offer Price of HK\$3.92  
(being the mid-point of the Offer Price range)

Cornerstone Investor	Subscription amount (US\$ million) (Note 1)	Number of Offer Shares (Note 2)	Assuming the Over-Allotment Option is not exercised		Assuming the Over-Allotment Option is fully exercised	
			Approximate % of issued share capital immediately following the completion of the Global Offering <sup>(Note 2)</sup>	Approximate % of Offer Shares	Approximate % of issued share capital immediately following the completion of the Global Offering	Approximate % of Offer Shares
Mixed-Ownership Reform Fund . . . . .	200.0	397,918,000	26.53%	1.20%	23.07%	1.19%
Xuhui Capital . . . . .	150.0	295,461,000	19.70%	0.89%	17.13%	0.88%
Guosheng Overseas HK . . . . .	72.5	144,245,000	9.62%	0.43%	8.36%	0.43%
Shanghai AI Fund . . . . .	6.0	11,937,000	0.80%	0.04%	0.69%	0.04%
SAIC HK . . . . .	30.0	59,687,000	3.98%	0.18%	3.46%	0.18%
Guotai Junan Investments . . . . .	38.0	75,604,000	5.04%	0.23%	4.38%	0.23%
HKSTP Venture Fund . . . . .	5.0	9,947,000	0.66%	0.03%	0.58%	0.03%
C-MER . . . . .	5.0	9,947,000	0.66%	0.03%	0.58%	0.03%
Taizhou Culture & Tourism . . . . .	5.1	10,102,000	0.67%	0.03%	0.59%	0.03%
<b>Total</b> . . . . .	<u>511.6</u>	<u>1,014,848,000</u>	<u>67.66%</u>	<u>3.05%</u>	<u>58.83%</u>	<u>3.03%</u>

Based on an Offer Price of HK\$3.99  
(being the high-end of the Offer Price range)

Cornerstone Investor	Subscription amount (US\$ million) (Note 1)	Number of Offer Shares (Note 2)	Assuming the Over-Allotment Option is not exercised		Assuming the Over-Allotment Option is fully exercised	
			Approximate % of issued share capital immediately following the completion of the Global Offering <sup>(Note 2)</sup>	Approximate % of Offer Shares	Approximate % of issued share capital immediately following the completion of the Global Offering	Approximate % of Offer Shares
Mixed-Ownership Reform Fund . . . . .	200.0	390,937,000	26.06%	1.17%	22.66%	1.17%
Xuhui Capital . . . . .	150.0	290,277,000	19.35%	0.87%	16.83%	0.87%
Guosheng Overseas HK . . . . .	72.5	141,714,000	9.45%	0.43%	8.22%	0.42%
Shanghai AI Fund . . . . .	6.0	11,728,000	0.78%	0.04%	0.68%	0.04%
SAIC HK . . . . .	30.0	58,640,000	3.91%	0.18%	3.40%	0.18%
Guotai Junan Investments . . . . .	38.0	74,278,000	4.95%	0.22%	4.31%	0.22%
HKSTP Venture Fund . . . . .	5.0	9,773,000	0.65%	0.03%	0.57%	0.03%
C-MER . . . . .	5.0	9,773,000	0.65%	0.03%	0.57%	0.03%
Taizhou Culture & Tourism . . . . .	5.1	9,925,000	0.66%	0.03%	0.58%	0.03%
<b>Total</b> . . . . .	<u>511.6</u>	<u>997,045,000</u>	<u>66.47%</u>	<u>3.00%</u>	<u>57.80%</u>	<u>2.98%</u>

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## CORNERSTONE INVESTORS

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*Note:*

- (1) (i) Save for Xuhui Capital and Taizhou Culture & Tourism, all the subscription amounts are exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee. (ii) Taizhou Culture & Tourism subscribes in HKD, which is translated to US\$5.1 million in this table based on the exchange rate as set out in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” in this Prospectus.
- (2) Subject to rounding down to the nearest whole board lot of 1,000 Class B Shares. Calculated based on the exchange rate as set out in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” in this Prospectus.

### THE CORNERSTONE INVESTORS

The information about our Cornerstone Investors set forth below has been provided by the Cornerstone Investors in connection with the Cornerstone Placing.

#### Mixed-Ownership Reform Fund

The China State-Owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司) (the “**Mixed-Ownership Reform Fund**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$200 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

The Mixed-Ownership Reform Fund is a national fund approved by the State Council of the PRC, entrusted by the State-owned Assets Supervision and Administration Commission of the State Council (SASAC) and initiated by China Chengtong Holdings Group Co., Ltd. (中國誠通控股集團有限公司) (“**China Chengtong**”). The Mixed-Ownership Reform Fund was established in Shanghai in December 2020, with a target total scale of RMB200 billion and an initial registered capital of RMB70.7 billion. The shareholders of the Mixed-Ownership Reform Fund include a number of Chinese central enterprises, local government state-owned enterprises and private enterprises, amongst which the largest shareholder is China Chengtong with a shareholding of approximately 33.95%. China Chengtong is 100% controlled by the State Council. The Mixed-Ownership Reform Fund is principally engaged in equity investment, asset management, investment advisory and corporate management advisory, with an investment focus on key strategic fields, core technical domains and others.

#### Xuhui Capital

Shanghai Xuhui Capital Investment Co., Ltd. (上海徐匯資本投資有限公司) (“**Xuhui Capital**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$150 million at the Offer Price (inclusive of brokerage, SFC transaction levy and Stock Exchange trading fee).

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## CORNERSTONE INVESTORS

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Xuhui Capital was established on April 30, 2021, whose principal businesses include industrial investment, capital investment, asset management, investment management, investment consultation, venture capital and real estate investments. The capital of Xuhui Capital was fully contributed by the State-owned Assets Supervision and Administration Commission of Shanghai Xuhui District (上海市徐匯區國有資產監督管理委員會).

### **Guosheng Overseas HK and Shanghai AI Fund**

Guosheng Overseas Holdings (Hong Kong) Limited (“**Guosheng Overseas HK**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$72.5 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

Guosheng Overseas HK is mainly engaged in the provision of finance, debts issue, offshore assets management, consultation and related business. Guosheng Overseas HK is a wholly owned subsidiary of Shanghai Guosheng (Group) Co., Ltd. (“**Shanghai Guosheng Group**”), which is in turn wholly owned by Shanghai State-owned Assets Supervision and Administration Commission. Shanghai Guosheng Group is mainly engaged in non-financial business and to a lesser extent financial business, including investment, assets operation and management, industry study and economic consultation.

Shanghai Artificial Intelligence Industry Equity Investment Fund Partnership (Limited Partnership) (“**Shanghai AI Fund**”) (上海人工智能產業股權投資基金合夥企業(有限合夥)) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$6 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

Shanghai AI Fund was established by Shanghai Guosheng Group, Lingang Group (上海臨港經濟發展(集團)有限公司), and Shanghai Venture Capital Investment Co., Ltd. (上海創業投資有限公司) which are in turn wholly owned by Shanghai State-owned Assets Supervision and Administration Commission. Its limited partners include, among others, Shanghai Guosheng Group, Shanghai Electric (Group) Corporation (上海電氣(集團)總公司), Shanghai Shenergy Chengyi Investment Co., Ltd. (上海申能誠毅股權投資有限公司), Shanghai International Port (Group) Co., Ltd. (上海國際港務(集團)股份有限公司). Shanghai AI Fund aims to serve as a guiding role for government and capital, with its base in Shanghai and a global vision. Shanghai AI Fund aims to create a one-stop platform for the integration and connection for all segments and elements of the AI industry.

### **SAIC HK**

SAIC Motor HK Investment Limited (“**SAIC HK**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$30 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).



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## CORNERSTONE INVESTORS

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SAIC HK is a limited company incorporated in Hong Kong on June 26, 2009 and a wholly-owned subsidiary of SAIC Motor Corporation Limited (上海汽車集團股份有限公司) (“**SAIC Motor**”). SAIC HK is the overseas investment and financing platform of SAIC Motor and mainly conducts SAIC Motor’s overseas investment activities. SAIC Motor is one of the largest automotive companies in the PRC market. Currently SAIC Motor’s main business covers the research and development, production and sales of vehicles and automotive parts; fostering the commercialization of alternative fuel vehicle and smart vehicle; research and development of technologies including smart driving; automotive-related services such as logistics, e-commerce, travel, energy saving and charging service; automotive-related finance, insurance and investment services; overseas business and international trade; and development in the area of industrial big data and artificial intelligence.

### **Guotai Junan Investments**

Guotai Junan Investments (Hong Kong) Limited (“**Guotai Junan Investments**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$38 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

Guotai Junan Investments is a company incorporated in Hong Kong with limited liability in February 1997, and a wholly-owned subsidiary of Guotai Junan Financial Holdings Limited. Guotai Junan Investments is an overseas trading and investment platform of Guotai Junan Group, and is principally engaged in the overseas investment activities of Guotai Junan Group. Guotai Junan Securities Co., Ltd. is a leading securities company in the PRC providing integrated financial services, whose current principal businesses include securities brokerage; proprietary securities trading; securities underwriting and sponsorship; securities investment consultation; financial advisory in relation to securities trading and securities investment activities; margin financing and securities lending; securities fund distribution; agency sale of financial products; intermediary services to futures firms; stock options market making; and other businesses approved by the CSRC.

### **HKSTP Venture Fund**

Primus Fraunhofer Limited (“**HKSTP Venture Fund**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$5 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

HKSTP Venture Fund is the corporate investment arm of Hong Kong Science and Technology Parks Corporation (香港科技園公司) (“**HKSTP**”). HKSTP is a statutory body established by the Government back in 2001 that aims to create a vibrant innovation and technology ecosystem to deliver social and economic benefits to Hong Kong and the region and to build a future abundant with innovation opportunities for the younger generation. In September 2015, HKSTP management launched the HKSTP Venture Fund to further drive innovation and build the investment ecosystem in Hong Kong. Today, HKSTP Venture Fund is primarily an active investor targeting early-stage and growth-stage investment opportunities in Hong Kong Science Park.

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## CORNERSTONE INVESTORS

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### C-MER

C-MER Eye Care Holdings Limited (“C-MER”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$5 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

C-MER is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3309). C-MER, founded by Prof. Lam Shun Chiu, Dennis in 2012, is a leading specialty medical service group from Hong Kong principally engaged in provision of ophthalmology and dental service in Hong Kong and the Greater Bay Area in Mainland China. C-MER is one of the few specialty medical service groups from Hong Kong operating an established and growing network of physical hospital and clinic in the Greater Bay Area.

### Taizhou Culture & Tourism

Taizhou Culture & Tourism Development Group Ltd. (泰州市文化旅遊發展集團有限公司) (“Taizhou Culture & Tourism”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of HKD40 million at the Offer Price (inclusive of brokerage, SFC transaction levy and Stock Exchange trading fee).

Taizhou Culture & Tourism is a municipal Grade A state-owned enterprise established with the approval of Taizhou Municipal Government in September 2017, whose capital were fully contributed by the State-owned Assets Supervision and Administration Commission of the Taizhou Municipal Government. As at December 31, 2020, the total assets of Taizhou Culture & Tourism group amounted to RMB36 billion and the external credit rating is AA+.

### CLOSING CONDITIONS

The subscription obligation of each Cornerstone Investor under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- (a) the underwriting agreements for the Hong Kong Public Offering and the International Offering being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Underwriting Agreements, and neither of the aforesaid underwriting agreements having been terminated;
- (b) the Offer Price having been agreed upon between our Company and the Joint Representatives (on behalf of the Underwriters);

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## CORNERSTONE INVESTORS

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- (c) the Listing Committee having granted the listing of, and permission to deal in, the Class B Shares (including the Class B Shares subscribed for by the Cornerstone Investors) as well as other applicable waivers and approvals, and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the Class B Shares on the Stock Exchange;
- (d) no laws shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or in the respective Cornerstone Investment Agreement and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (e) the representations, warranties, undertakings, confirmations and acknowledgements of such Cornerstone Investor and/or our Company (where applicable) under the respective Cornerstone Investment Agreements are accurate and true in all or material respects and not misleading and that there is no material breach of such Cornerstone Investment Agreement on the part of such Cornerstone Investor or our Company (as the case may be).

### **RESTRICTIONS ON DISPOSALS BY THE CORNERSTONE INVESTORS**

Each of the Cornerstone Investors has agreed that it will not, whether directly or indirectly, at any time during the period of six (6) months from the Listing Date (the “**Lock-up Period**”), dispose of any of the Offer Shares they have purchased pursuant to the relevant Cornerstone Investment Agreement, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Period restriction.

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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### IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide any printed copies of this prospectus or any printed copies of any application forms for use by the public.

This prospectus is available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “HKEXnews > New Listings > New Listing Information” section, and our website at [www.sensetime.com](http://www.sensetime.com). If you require a printed copy of this prospectus, you may download and print from the website addresses above.

The contents of the electronic version of the prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

Set out below are procedures through which you can apply for the Hong Kong Offer Shares electronically. We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public.

If you are an intermediary, broker or agent, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and **White Form eIPO** Service Provider, Computershare Hong Kong Investor Services Limited, both at +852 2862 8646 on the following dates:

Monday, December 20, 2021 — 9:00 a.m. to 9:00 p.m.  
Tuesday, December 21, 2021 — 9:00 a.m. to 9:00 p.m.  
Wednesday, December 22, 2021 — 9:00 a.m. to 9:00 p.m.  
Thursday, December 23, 2021 — 9:00 a.m. to 12:00 noon

#### 1. HOW TO APPLY

*We will not provide any printed application forms for use by the public.*

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk); or

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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- (2) apply through **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
- (a) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
  - (b) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Center at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you apply through channel (1) above, the Hong Kong Offer Shares successfully applied for will be issued in your own name.

If you apply through channels (2)(a) or (2)(b) above, the Hong Kong Offer Shares successfully applied for will be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account.

None of you or your joint applicant(s) may make more than one application, except where you are a nominee and provide the required information in your application.

We, the Joint Representatives, the **White Form eIPO** Service Provider and their respective agents may reject or accept any application, in full or in part, for any reason at their discretion.

## 2. WHO CAN APPLY

### *Eligibility for Application*

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying:

- are 18 years of age or older;
- have a Hong Kong address;
- are outside the United States as defined in Regulation S and are not a U.S. Investor; and
- are not a legal or natural person of the PRC (except qualified domestic institutional investors).

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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If you are a firm, the application must be in the individual members' names.

If an application is made by a person under a power of attorney, the Joint Representatives may accept it at their discretion and on any conditions they think fit, including evidence of the attorney's authority.

The number of joint applicants may not exceed four and they may not apply by means of the **White Form eIPO** service for the Hong Kong Offer Shares.

Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Offer Shares if you:

- are an existing beneficial owner of the shares in our Company and/or any its subsidiaries;
- are a Director or chief executive of our Company and/or any of its subsidiaries;
- are a close associate (as defined in the Listing Rules) of any of the above;
- have been allocated or have applied for any International Offer Shares or otherwise participated in the International Offering.

### *Items Required for the Application*

If you apply for the Hong Kong Offer Shares online through the **White Form eIPO** service, you must:

- (1) have a valid Hong Kong identity card number; and
- (2) provide a valid e-mail address and a contact telephone number.

If you are applying for the Hong Kong Offer Shares online by instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals, please contact them for the items required for the application.

### 3. TERMS AND CONDITIONS OF AN APPLICATION

By applying through the application channels specified in this Supplemental Prospectus you:

- (i) undertake to execute all relevant documents and instruct and authorize our Company and/or the Joint Representatives (or their agents or nominees), as agents of our Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association;
- (ii) agree to comply with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cayman Companies Act and the Memorandum and Articles of Association;

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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- (iii) confirm that you have read the terms and conditions and application procedures set out in this Supplemental Prospectus and agree to be bound by them;
- (iv) confirm that you have received and read the Prospectus and this Supplemental Prospectus and have only relied on the information and representations contained in the Prospectus and this Supplemental Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus and this Supplemental Prospectus;
- (v) confirm that you are aware of the restrictions on the Global Offering set out in the Prospectus and this Supplemental Prospectus;
- (vi) agree that none of our Company, the Joint Representatives, the Underwriters, their respective directors, officers, employees, partners, agents, advisers, the **White Form eIPO** Service Provider and any other parties involved in the Global Offering is or will be liable for any information and representations not in the Prospectus and this Supplemental Prospectus (and any supplement to it);
- (vii) undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest in, and will not apply for or take up, or indicate an interest in, any International Offer Shares nor participated in the International Offering;
- (viii) agree to disclose to our Company, the Hong Kong Share Registrar, the receiving banks, the Joint Representatives, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- (ix) if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of our Company, the Joint Global Coordinators and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Supplemental Prospectus;
- (x) agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (xi) agree that your application will be governed by the laws of Hong Kong;
- (xii) represent, warrant and undertake that (i) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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- (ii) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the United States as defined in Regulation S and are not a U.S. Investor;
- (xiii) warrant that the information you have provided is true and accurate;
- (xiv) agree to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;
- (xv) authorize our Company to place your name(s) or the name of the HKSCC Nominees on our Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you and such other registers as may be required under the Memorandum and Articles of Association, and our Company and/or its agents to send any Share certificate(s) and/or any e-Refund payment instructions and/or any refund check(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have are eligible to collect the Share certificate(s) and/or refund check(s) in person;
- (xvi) declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;
- (xvii) understand that our Company, the Directors and the Joint Representatives will rely on your declarations and representations in deciding whether or not to make any allocation of any of the Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;
- (xviii) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC or through the **White Form eIPO** service by you or by anyone as your agent or by any other person; and
- (xix) (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC; and (ii) you have due authority to give **electronic application instructions** on behalf of that other person as his agent.

**For the avoidance of doubt, we and all other parties involved in the preparation of this prospectus acknowledge that each applicant and CCASS Participant who gives or causes to give electronic application instructions is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance).**



## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

### 4. MINIMUM APPLICATION AMOUNT AND PERMITTED NUMBERS

Your application through the **White Form eIPO** service or the **CCASS EIPO** service must be for a minimum of 1,000 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
1,000	4,030.21	25,000	100,755.18	300,000	1,209,062.17	6,000,000	24,181,243.38
2,000	8,060.42	30,000	120,906.22	400,000	1,612,082.89	7,000,000	28,211,450.61
3,000	12,090.62	35,000	141,057.25	500,000	2,015,103.62	8,000,000	32,241,657.84
4,000	16,120.83	40,000	161,208.29	600,000	2,418,124.34	9,000,000	36,271,865.07
5,000	20,151.04	45,000	181,359.33	700,000	2,821,145.06	10,000,000	40,302,072.30
6,000	24,181.25	50,000	201,510.37	800,000	3,224,165.78	20,000,000	80,604,144.60
7,000	28,211.45	60,000	241,812.43	900,000	3,627,186.51	30,000,000	120,906,216.90
8,000	32,241.66	70,000	282,114.51	1,000,000	4,030,207.23	40,000,000	161,208,289.20
9,000	36,271.87	80,000	322,416.58	2,000,000	8,060,414.46	50,000,000	201,510,361.50
10,000	40,302.08	90,000	362,718.66	3,000,000	12,090,621.69	60,000,000	241,812,433.80
15,000	60,453.11	100,000	403,020.72	4,000,000	16,120,828.92	70,000,000	282,114,506.10
20,000	80,604.14	200,000	806,041.45	5,000,000	20,151,036.15	75,000,000 <sup>(1)</sup>	302,265,542.25

*Note:*

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

### 5. APPLYING THROUGH THE WHITE FORM eIPO SERVICE

#### General

Individuals who meet the criteria in the section headed “— 2. Who can apply” above may apply through the **White Form eIPO** service for the Offer Shares to be allocated and registered in their own names through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

Detailed instructions for application through the **White Form eIPO** service are on the designated website. If you do not follow the instructions, your application may be rejected and may not be submitted to our Company. If you apply through **the designated website, you authorize the White Form eIPO Service Provider to apply on the terms and conditions in this Supplemental Prospectus, as supplemented and amended by the terms and conditions of the White Form eIPO service.**

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited, at +852 2862 8646 on the following dates:

- Monday, December 20, 2021 — 9:00 a.m. to 9:00 p.m.
- Tuesday, December 21, 2021 — 9:00 a.m. to 9:00 p.m.
- Wednesday, December 22, 2021 — 9:00 a.m. to 9:00 p.m.
- Thursday, December 23, 2021 — 9:00 a.m. to 12:00 noon”

### Time for Submitting Applications under the White Form eIPO service

You may submit your application through the **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last day for applications) from 9:00 a.m. on Monday, December 20, 2021 until 11:30 a.m. on Thursday, December 23, 2021 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, December 23, 2021 or such later time under the section headed “— 10. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” below.

### No Multiple Applications

If you apply by means of **White Form eIPO**, once you complete payment in respect of any **electronic application instruction** given by you or for your benefit through the **White Form eIPO** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. For the avoidance of doubt, giving an **electronic application instruction** under **White Form eIPO** more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you are suspected of submitting more than one application through the **White Form eIPO** service or by any other means, all of your applications are liable to be rejected.

### Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

For the avoidance of doubt, the Company and all other parties involved in the preparation of the Prospectus and this Supplemental Prospectus acknowledge that each applicant who gives or causes to give electronic application instructions is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

### Commitment to Sustainability

The obvious advantage of **White Form eIPO** service is to save the use of paper via the self-serviced and electronic application process. Computershare Hong Kong Investor Services

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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Limited, being the designated **White Form eIPO** Service Provider, will contribute HK\$2 for each “SenseTime Group Inc.” **White Form eIPO** application submitted via [www.eipo.com.hk](http://www.eipo.com.hk) to support sustainability.

### 6. APPLYING THROUGH CCASS EIPO SERVICES

#### General

CCASS Participants may give **electronic application instructions** to apply for the Hong Kong Offer Shares and to arrange payment of the money due on application and payment of refunds under their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give these **electronic application instructions** through the CCASS Phone System by calling +852 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time).

HKSCC can also input **electronic application instructions** for you if you go to:

**Hong Kong Securities Clearing Company Limited**

Customer Service Center  
1/F, One & Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

and complete an input request form.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

You will be deemed to have authorized HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Joint Representatives and the Hong Kong Share Registrar.

#### *Applying through CCASS EIPO services*

Where you have applied through **CCASS EIPO services** (either indirectly through a **broker** or **custodian** or directly) and an application is made by HKSCC Nominees on your behalf:

- (i) HKSCC Nominees will only be acting as a nominee for you and is not liable for any breach of the terms and conditions of this Supplemental Prospectus;

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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(ii) HKSCC Nominees will do the following things on your behalf:

- **agree** that the Hong Kong Offer Shares to be allocated shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the CCASS Participant's stock account on your behalf or your CCASS Investor Participant's stock account;
- **agree** to accept the Hong Kong Offer Shares applied for or any lesser number allocated;
- **undertake** and **confirm** that you have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares nor participated in the International Offering;
- (if the **electronic application instructions** are given for your benefit) **declare** that only one set of **electronic application instructions** has been given for your benefit;
- (if you are an agent for another person) **declare** that you have only given one set of **electronic application instructions** for the other person's benefit and are duly authorized to give those instructions as his/her/its agent;
- **confirm** that you understand that our Company, the Directors and the Joint Representatives will rely on your declarations and representations in deciding whether or not to make any allocation of any of the Hong Kong Offer Shares to you and that you may be prosecuted if you make a false declaration;
- **authorize** our Company to place HKSCC Nominees' name on our Company's register of members as the holder of the Hong Kong Offer Shares allocated to you and to such other register as may be required under the Memorandum and Articles of Association, and send Share certificate(s) and/or refund monies under the arrangements separately agreed between our Company and HKSCC;
- **confirm** that you have read the terms and conditions and application procedures set out in this Supplemental Prospectus and agree to be bound by them;
- **confirm** that you have received and/or read a copy of the Prospectus and this Supplemental Prospectus and have relied only on the information and representations in the Prospectus and this Supplemental Prospectus in causing the application to be made and will not rely on any other information or representation, save as set out in any supplement to the Prospectus and this Supplemental Prospectus;
- **agree** that none of our Company and the Joint Representatives, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering is or will be liable for any information and representations not contained in the Prospectus and this Supplemental Prospectus (and any supplement to it);
- **agree** to disclose your personal data to our Company, the Hong Kong Share Registrar, the receiving bank and the Joint Representatives, the Underwriters and/or their respective advisers and agents;
- **agree** (without prejudice to any other rights which you may have) that once HKSCC Nominees' application has been accepted, it cannot be rescinded for innocent misrepresentation;

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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- **agree** that any application made by HKSCC Nominees on your behalf is irrevocable on or before the 30th day after the prospectus date, or the latest business day before that date, such agreement to take effect as a collateral contract with our Company in consideration of our Company agreeing that it will not offer any Hong Kong Offer Shares to any person on or before the 30th day after the prospectus date, or the latest business day before that date, except by means of one of the procedures referred to in this Supplemental Prospectus. However, HKSCC Nominees may revoke the application on or before the 30th day after the prospectus date, or the latest business day before that date if a person responsible for the Prospectus and this Supplemental Prospectus under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provision) Ordinance) gives a public notice under that section on or before the fifth day after the time of the opening of the application lists) (excluding any day which is a Saturday, Sunday or public holiday in Hong Kong) which excludes or limits that person's responsibility for the Prospectus and this Supplemental Prospectus;
- **agree** that once HKSCC Nominees' application is accepted, neither that application nor your **electronic application instructions** can be revoked, and that acceptance of that application will be evidenced by our Company's announcement of the Hong Kong Public Offering results;
- **agree** to the arrangements, undertakings and warranties under the participant agreement between you and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, for the giving **electronic application instructions** to apply for Hong Kong Offer Shares;
- **agree** with our Company, for itself and for the benefit of each Shareholder (and so that our Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for our Company and on behalf of each of the Shareholders, with each CCASS Participant giving **electronic application instructions**) to observe and comply with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cayman Companies Act and the Memorandum and Articles of Association; and
- **agree** that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong.

### *Effect of Applying through CCASS EIPO Service*

By applying through **CCASS EIPO service**, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees shall be liable to our Company or any other person in respect of the things mentioned below:

- **instructed** and **authorized** HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Hong Kong Offer Shares on your behalf;
- **instructed** and **authorized** HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee by debiting your

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price is less than the maximum Offer Price per Offer Share initially paid on application, refund of the application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) by crediting your designed bank account; and

- **instructed** and **authorized** HKSCC to cause HKSCC Nominees to do on your behalf all the things stated in the Prospectus and this Supplemental Prospectus.

### Time for Inputting Electronic Application Instructions<sup>(1)</sup>

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- Monday, December 20, 2021 — 9:00 a.m. to 8:30 p.m.
- Tuesday, December 21, 2021 — 8:00 a.m. to 8:30 p.m.
- Wednesday, December 22, 2021 — 8:00 a.m. to 8:30 p.m.
- Thursday, December 23, 2021 — 8:00 a.m. to 12:00 noon

*Note:*

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, December 20, 2021 until 12:00 noon on Thursday, December 23, 2021 (24 hours daily, except on, Thursday, December 23, 2021, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, December 23, 2021, the last day for applications or such later time as described in the section headed “— 10. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists.”

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

### Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

For the avoidance of doubt, our Company and all other parties involved in the preparation of the Prospectus and this Supplemental Prospectus acknowledge that each CCASS Participant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance).

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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### Personal Data

The following Personal Information Collection Statement applies to any personal data held by our Company, the Hong Kong Share Registrar, the receiving bank, the Joint Representatives, the Underwriters and any of their respective advisers and agents about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. By applying through **CCASS EIPO** service, you agree to all of the terms of the Personal Information Collection Statement below.

### Personal information collection statement

This Personal Information Collection Statement informs applicant for, and holder of, the Hong Kong Offer Shares, of the policies and practices of our Company and its Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

### Reasons for the collection of your personal data

It is necessary for applicants and registered holders of the Hong Kong Offer Shares to supply correct personal data to our Company or its agents and the Hong Kong Share Registrar when applying for the Hong Kong Offer Shares or transferring the Hong Kong Offer Shares into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for the Hong Kong Offer Shares being rejected, or in delay or the inability of our Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s) to which you are entitled.

It is important that the holders of the Hong Kong Offer Shares inform our Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

### Purposes

Your personal data may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund check, where applicable, verification of compliance with the terms and application procedures set out in this Supplemental Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of the holders of our Company's Shares including, where applicable, HKSCC Nominees;

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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- maintaining or updating our Company's register of members;
- verifying identities of the holders of our Company's Shares;
- establishing benefit entitlements of holders of our Company's Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from our Company and its subsidiaries;
- compiling statistical information and profiles of the holder of our Company's Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable our Company and the Hong Kong Share Registrar to discharge their obligations to holders of our Company's Shares and/or regulators and/or any other purposes to which the securities' holders may from time to time agree.

### **Transfer of personal data**

Personal data held by our Company and its Hong Kong Share Registrar relating to the holders of the Hong Kong Offer Shares will be kept confidential but our Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- our Company's appointed agents such as financial advisers, receiving bankers and overseas principal share registrar;
- where applicants for the Hong Kong Offer Shares request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to our Company or the Hong Kong Share Registrar in connection with their respective business operations;
- the Hong Kong Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the holders of the Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

### **Retention of personal data**

Our Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of the Hong Kong Offer Shares for as long as necessary to fulfill the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Personal Data (Privacy) Ordinance.



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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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### Access to and correction of personal data

Holders of the Hong Kong Offer Shares have the right to ascertain whether our Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. Our Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to our Company, at our Company's registered address disclosed in "Corporate Information" or as notified from time to time, for the attention of the secretary, or our Company's Hong Kong Share Registrar for the attention of the privacy compliance officer.

### 7. WARNING FOR ELECTRONIC APPLICATIONS

The application for the Hong Kong Offer Shares by **CCASS EIPO** services (directly or indirectly through your **broker** or **custodian**) is only a facility provided to CCASS Participants. Similarly, the application for Hong Kong Offer Shares through the **White Form eIPO** service is also only a facility provided by the **White Form eIPO** Service Provider to public investors. Such facilities are subject to capacity limitations and potential service interruptions and you are advised not to wait until the last day for applications in making your electronic applications. Our Company, the Directors, the Joint Bookrunners, the Joint Sponsors, the Joint Representatives, the Underwriters and the **White Form eIPO** Service Provider take no responsibility for such applications and provide no assurance that any CCASS Participant or person applying through the **White Form eIPO** service will be allocated any Hong Kong Offer Shares.

To ensure that CCASS Investor Participants can give their **electronic application instructions**, they are advised not to wait until the last minute to input their instructions to the systems. In the event that CCASS Investor Participants have problems in connecting to the CCASS Phone System or the CCASS Internet System for submission of **electronic application instructions**, they should go to HKSCC's Customer Service Center to complete an input request form for **electronic application instructions** before 12:00 noon on Thursday, December 23, 2021, the last day for applications, or such later time as described in the section headed "— 10. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists" below.

### 8. HOW MANY APPLICATIONS CAN YOU MAKE

Multiple applications for the Hong Kong Offer Shares are not allowed except by nominees.

All of your applications will be rejected if more than one application through the **CCASS EIPO** service (directly or indirectly through your **broker** or **custodian**) or through the **White Form eIPO** service is made for your benefit (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**), and the number of Hong Kong Offer Shares applied by HKSCC Nominees will be automatically reduced by the number of Hong Kong Offer Shares for which you have given such instructions and/or for which such instructions have been given for your behalf.

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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For the avoidance of doubt, giving an electronic application instruction under the **White Form eIPO** service more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application. However, any **electronic application instructions** to make an application for the Hong Kong Offer Shares given by you or for your behalf to HKSCC will be deemed to be an actual application for the purposes of considering whether multiple applications have been made.

If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being for your benefit.

“**Unlisted company**” means a company with no equity securities listed on the Stock Exchange.

“**Statutory control**” means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

### 9. HOW MUCH ARE THE HONG KONG OFFER SHARES

The maximum Public Offer Price is HK\$3.99 per Hong Kong Offer Share. You must pay the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee in full upon application for the Hong Kong Offer Shares.

You may submit an application through the **White Form eIPO** or the **CCASS EIPO** service in respect of a minimum of 1,000 Hong Kong Offer Shares. Each application or **electronic application instruction** in respect of more than 1,000 Hong Kong Offer Shares must be in one of specified numbers set out in the section “4. Minimum Application Amount and Permitted Numbers.”

If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules), and the SFC transaction levy and the Stock Exchange trading fee will be paid to the Stock Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC).

For further details on the Offer Price, see “Structure of the Global Offering — Pricing and Allocation” of the Prospectus (as amended and supplemented by this Supplemental Prospectus).

### 10. EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE OPENING AND CLOSING OF THE APPLICATION LISTS

The application lists will not open or close if there is:

- a tropical cyclone warning signal number 8 or above; or

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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- a “black” rainstorm warning; and/or
- Extreme Conditions,

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, December 23, 2021. Instead they will open between 11:45 a.m. and 12:00 noon on the next Business day which does not have either of those warnings in Hong Kong in force at any time between 9:00 a.m. and 12:00 noon.

If the application lists do not open and close on Thursday, December 23, 2021 or if there is a tropical cyclone warning signal number 8 or above or Extreme Conditions or a “black” rainstorm warning signal in force in Hong Kong that may affect the dates mentioned in “Expected Timetable”, an announcement will be made in such event.

### 11. PUBLICATION OF RESULTS

Our Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Wednesday, December 29, 2021 on our Company’s website at [www.sensetime.com](http://www.sensetime.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified below:

- in the announcement to be posted on our Company’s website at [www.sensetime.com](http://www.sensetime.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 9:00 a.m. on Wednesday, December 29, 2021;
- from the designated results of allocations website at [www.iporesults.com.hk](http://www.iporesults.com.hk) (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Wednesday, December 29, 2021 to 12:00 midnight on Tuesday, January 4, 2022; and
- from the allocation results telephone enquiry line by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on Wednesday, December 29, 2021, Thursday, December 30, 2021, Friday, December 31, 2021 and Monday, January 3, 2022.

If our Company accepts your offer to purchase (in whole or in part), which it may do by announcing the basis of allocations and/or making available the results of allocations publicly, there will be a binding contract under which you will be required to purchase the Hong Kong Offer Shares if the conditions of the Global Offering are satisfied and the Global Offering is not otherwise terminated. Further details are contained in the section headed “Structure of the Global Offering” of the Prospectus (as amended and supplemented by this Supplemental Prospectus).

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

### 12. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED OFFER SHARES

You should note the following situations in which the Hong Kong Offer Shares will not be allocated to you:

#### **If your application is revoked:**

By applying through the **CCASS EIPO** service or through the **White Form eIPO** service, you agree that your application or the application made by HKSCC Nominees on your behalf cannot be revoked on or before the 30th day after the prospectus date, or the latest business day before that date. This agreement will take effect as a collateral contract with our Company.

Your application or the application made by HKSCC Nominees on your behalf may only be revoked on or before the 30th day after the prospectus date, or the latest business day before that date:

- (i) if a person responsible for the Prospectus and this Supplemental Prospectus under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance) gives a public notice under that section on or before the fifth day after the time of the opening of the application lists (excluding any day which is a Saturday, Sunday or public holiday in Hong Kong) which excludes or limits that person's responsibility for the Prospectus and this Supplemental Prospectus; or
- (ii) if any supplement to the Prospectus and this Supplemental Prospectus is issued, in which case applicants who have already submitted an application will be notified that they are required to confirm their applications. If applicants have been so notified but have not confirmed their applications in accordance with the procedure to be notified, all unconfirmed applications will be deemed revoked.

If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.

#### **If our Company or its agents exercise their discretion to reject your application:**

Our Company, the Joint Representatives, the **White Form eIPO** Service Provider and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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### **If the allocation of Hong Kong Offer Shares is void:**

The allocation of Hong Kong Offer Shares will be void if the Listing Committee of the Stock Exchange does not grant permission to list the Class B Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Listing Committee notifies our Company of that longer period within three weeks of the closing date of the application lists.

### **If:**

- you make multiple applications or suspected multiple applications;
- you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Hong Kong Offer Shares and International Offer Shares;
- your application is not completed in accordance with the stated instructions;
- your **electronic application instructions** through the **White Form eIPO** service are not completed in accordance with the instructions, terms and conditions on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk);
- your payment is not made correctly or the check or banker's cashier order paid by you is dishonored upon its first presentation;
- the Underwriting Agreements do not become unconditional or are terminated;
- our Company or the Joint Representatives believe that by accepting your application, it or they would violate applicable securities or other laws, rules or regulations; or
- your application is for more than 50% of the Hong Kong Offer Shares initially offered under the Hong Kong Public Offering.

### **13. REFUND OF APPLICATION MONIES**

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$3.99 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section headed "Structure of the Global Offering — Conditions of the Global Offering" of the Prospectus (as amended and supplemented by this Supplemental Prospectus) or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the check or banker's cashier order will not be cleared.

Any refund of your application monies will be made on or before Wednesday, December 29, 2021.

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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### 14. DISPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND MONIES

You will receive one Share certificate for all Hong Kong Offer Shares allocated to you under the Hong Kong Public Offering (except pursuant to applications made CCASS EIPO service where the Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Class B Shares. No receipt will be issued for sums paid on application.

Subject to arrangement on dispatch/collection of Share certificates and refund monies as mentioned below, any refund checks and Share certificates are expected to be posted on or before Wednesday, December 29, 2021. The right is reserved to retain any Share certificate(s) and any surplus application monies pending clearance of check(s) or banker's cashier's order(s).

Share certificates will only become valid at 8:00 a.m. on Thursday, December 30, 2021 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed "Underwriting" of the Prospectus (as amended and supplemented by this Supplemental Prospectus) has not been exercised. Investors who trade Class B Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.

#### Personal Collection

##### If you apply through the White Form eIPO Service

If you apply for 1,000,000 Hong Kong Offer Shares or more and your application is wholly or partially successful, you may collect your refund check(s) and/or Share certificate(s) (where applicable) in person from the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Wednesday, December 29, 2021, or such other date as notified by our Company in the newspapers as the date of dispatch/collection of Share certificates/ e-Refund payment instructions/ refund checks.

If you do not collect your refund check(s) and/or Share certificate(s) (where applicable) personally within the time specified for collection, they will be sent to the address specified in your application instructions by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares, your refund check(s) and/or Share certificate(s) (where applicable) will be sent to the address specified in your application instructions on or before Wednesday, December 29, 2021 by ordinary post at your own risk.

If you apply and pay the application monies from a single bank account, any refund monies will be dispatched to that bank account in the form of e-Refund payment instructions. If you apply and

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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pay the application monies from multiple bank accounts, any refund monies will be dispatched to the address as specified in your application instructions in the form of refund check(s) by ordinary post at your own risk.

### **If you apply through CCASS EIPO service**

#### *Allocation of Hong Kong Offer Shares*

For the purposes of allocating Hong Kong Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives **electronic application instructions** or each person for whose benefit instructions are given will be treated as an applicant.

#### Deposit of Share Certificates into CCASS and Refund of Application Monies

- If your application is wholly or partially successful, your Share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of your designated CCASS Participant's stock account or your CCASS Investor Participant stock account on Wednesday, December 29, 2021 or on any other date determined by HKSCC or HKSCC Nominees.
- Our Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, our Company will include information relating to the relevant beneficial owner), your Hong Kong identity card number/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allocation of the Hong Kong Public Offering in the manner specified in the subsection headed “— 11. Publication of Results” above on Wednesday, December 29, 2021. You should check the announcement published by our Company and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, December 29, 2021 or such other date as determined by HKSCC or HKSCC Nominees.
- If you have instructed your **broker** or **custodian** to give **electronic application instructions** on your behalf, you can also check the number of Hong Kong Offer Shares allocated to you and the amount of refund monies (if any) payable to you with that **broker** or **custodian**.
- If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Offer Shares allocated to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's “An Operating Guide for Investor Participants” in effect from time to time) on Wednesday, December 29, 2021. Immediately following the credit of the Hong Kong Offer Shares to your stock account and the credit of refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.
- Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the maximum Offer Price per

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## HOW TO APPLY FOR THE HONG KONG OFFER SHARES

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Offer Share initially paid on application (including brokerage, SFC transaction levy and the Stock Exchange trading fee but without interest) will be credited to your designated bank account or the designated bank account of your **broker** or **custodian** on Wednesday, December 29, 2021.

### 15. ADMISSION OF THE CLASS B SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Class B Shares and our Company complies with the stock admission requirements of HKSCC, the Class B Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Class B Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Settlement Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests.

All necessary arrangements have been made to enable the Class B Shares to be admitted into CCASS.



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**CERTIFICATE OF EXEMPTION GRANTED IN RESPECT OF THIS  
SUPPLEMENTAL PROSPECTUS**

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**Section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance)**

We have also applied for, and obtained from the SFC, a certificate of exemption from strict compliance with the requirements of section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance) in respect of the contents of this Supplemental Prospectus. The Company is of the view that the granting of the exemption will not prejudice the interests of the investing public and strict compliance with the requirements under section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance) would be unduly burdensome for the Company for the following reasons (i) the information required to be included in a prospectus as prescribed under Section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance has been disclosed in the Prospectus. As this Supplemental Prospectus will be read in conjunction with the Prospectus, the repetition of the requisite information in this Supplemental Prospectus would be unduly burdensome; and (ii) if the requirements of section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance are to be strictly complied with, the Company would have to undertake a considerable amount of work to prepare, update and finalize the information to be included in this Supplemental Prospectus. Our Directors consider that the benefits of such work to the prospective investors of the Company may not justify the additional work and expenses involved and the further delay in the original Listing timetable, given that the required information has been included in the Prospectus which will be read in conjunction with this Supplemental Prospectus.

The exemption from strict compliance with the requirements under section 342(1) (except for paragraph 3 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance) is subject to the following conditions:

- (i) the particulars of this exemption are set out in this Supplemental Prospectus; and
- (ii) the Supplemental Prospectus will be issued on or before December 20, 2021.

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## MISCELLANEOUS

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### **Bilingual Prospectus**

The English language and Chinese language versions of this Supplemental Prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

### **No Significant Change and No Significant New Matter**

Save as disclosed in this Supplemental Prospectus, our Directors confirm, and the Joint Sponsors concur that there has been no significant change or significant new matter that has arisen since the publication of the Prospectus dated December 7, 2021 and up to the date of this Supplemental Prospectus. Since December 7, 2021 and up to the date of this Supplemental Prospectus, there has been no material adverse change in the financial or trading position or prospects of our Company.

Our Directors are of the opinion that the Additional Information and the relevant amendments and supplements in the Prospectus stated in this Supplemental Prospectus constitute significant new information which might be material to investors' ability to make an informed assessment of our Company in deciding whether to confirm an application for the Hong Kong Offer Shares.

The Joint Sponsors have confirmed that, taking into account the Additional Information and save as disclosed in this Supplemental Prospectus, there are no other material changes to the information contained in the Prospectus (including any statements made by the Joint Sponsors in the Prospectus) as of the date of this Supplemental Prospectus.

Our Directors have confirmed that the information contained in the Prospectus, as amended and supplemented by this Supplemental Prospectus, remains accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Prospectus or herein misleading.

### **Summary of Additional Material Contracts**

In addition to the material contracts referred to in the section headed "Appendix IV Statutory and General Information — B. Further information about our business — 1. Summary of material contracts" in the Prospectus, the following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within two years preceding the date of this Supplemental Prospectus that are or may be material:

- (1) the amendment agreement to the cornerstone investment agreement dated December 3, 2021 entered into on December 16, 2021 among our Company, The China State-Owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限

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## MISCELLANEOUS

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- 公司), China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which The China State-Owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司) agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$200 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);
- (2) the cornerstone investment agreement dated December 16, 2021 entered into among our Company, Shanghai Xuhui Capital Investment Co., Ltd. (上海徐匯資本投資有限公司), China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which Shanghai Xuhui Capital Investment Co., Ltd. (上海徐匯資本投資有限公司) agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$150 million (inclusive of brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);
- (3) the amendment agreement to the cornerstone investment agreement dated December 3, 2021 entered into on December 16, 2021 among our Company, Guosheng Overseas Holdings (Hong Kong) Limited (國盛海外控股(香港)有限公司), China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which Guosheng Overseas Holdings (Hong Kong) Limited (國盛海外控股(香港)有限公司) agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$72.5 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);
- (4) the amendment agreement to the cornerstone investment agreement dated December 4, 2021 entered into on December 16, 2021 among our Company, Shanghai Artificial Intelligence Industry Equity Investment Fund Partnership (Limited Partnership) (上海人工智能產業股權投資基金合夥企業(有限合夥)), China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which Shanghai Artificial Intelligence Industry Equity Investment Fund Partnership (Limited Partnership) (上海人工智能產業股權投資基金合夥企業(有限合夥)) agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$6 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);

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## MISCELLANEOUS

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- (5) the amendment agreement to the cornerstone investment agreement dated December 3, 2021 entered into on December 16, 2021 among our Company, SAIC Motor HK Investment Limited (上海汽車香港投資有限公司), China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which SAIC Motor HK Investment Limited (上海汽車香港投資有限公司) agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$30 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);
- (6) the cornerstone investment agreement dated December 16, 2021 entered into among our Company, Guotai Junan Investments (Hong Kong) Limited (國泰君安證券投資(香港)有限公司), China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which Guotai Junan Investments (Hong Kong) Limited (國泰君安證券投資(香港)有限公司) agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$38 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);
- (7) the cornerstone investment agreement dated December 16, 2021 entered into among our Company, Primus Fraunhofer Limited, China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which Primus Fraunhofer Limited agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$5 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);
- (8) the cornerstone investment agreement dated December 16, 2021 entered into among our Company, C-MER EYE CARE HOLDINGS LIMITED, China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which C-MER EYE CARE HOLDINGS LIMITED agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of US\$5 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company);
- (9) the cornerstone investment agreement dated December 17, 2021 entered into among our Company, Taizhou Culture & Tourism Development Group Ltd. (泰州市文化旅遊發展集團有限公司), China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited, HSBC Corporate Finance (Hong Kong) Limited, Haitong International Securities Company Limited and The Hongkong and Shanghai Banking Corporation Limited pursuant to which Taizhou Culture & Tourism Development

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## MISCELLANEOUS

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Group Ltd. (泰州市文化旅遊發展集團有限公司) agreed to subscribe for such number of Class B Shares of our Company at the Offer Price in an aggregate amount of HK\$40 million (inclusive of brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Class B Shares of our Company); and

(10) the Amendment Agreement to the Hong Kong Underwriting Agreement.

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## EXPERT AND CONSENT

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### Qualification of experts

The following sets forth the qualification of experts who have given opinions and/or whose names are included in this Supplemental Prospectus:

<u>Name</u>	<u>Qualification</u>
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Haitong International Capital Limited	A licensed corporation under the SFO for type 6 (advising on corporate finance) of the regulated activity as defined under the SFO
HSBC Corporate Finance (Hong Kong) Limited	A licensed corporation under the SFO for type 6 (advising on corporate finance) of the regulated activity as defined under the SFO
Hughes Hubbard & Reed LLP	Legal advisor as to U.S. export control law and sanctions law to our Company

Each of the experts named above has given and has not withdrawn its consent to the issue of this Supplemental Prospectus with the inclusion of its report, letter, and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

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## DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

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Copies of the following documents will be available on display on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.sensetime.com](http://www.sensetime.com) during a period of 14 days from the date of this Supplemental Prospectus along with the documents set out under “Documents available for inspection” in Appendix V to the Prospectus:

- (a) the legal opinion as to U.S. sanctions law issued by Hughes Hubbard & Reed LLP, our legal advisor as to U.S. export control law and sanctions law;
- (b) the additional material contracts referred to in the paragraph headed “Miscellaneous — Summary of Additional Material Contracts” in this Supplemental Prospectus; and
- (c) the written consents of the Joint Sponsors and Hughes Hubbard & Reed LLP in relation to the issue of this Supplemental Prospectus with the inclusion of their respective names and references in the form and context in which they respectively appear in this Supplemental Prospectus.

By Order of the Board  
**SenseTime Group Inc.**  
商汤集团股份有限公司  
**Dr. Xu Li**  
*Executive Chairman*  
*Chief Executive Officer*

*As at the date of this Supplemental Prospectus, the executive Directors are Dr. Xu Li, Prof. Tang Xiao'ou, Dr. Wang Xiaogang and Mr. Xu Bing; the non-executive Director is Ms. Fan Yuanyuan; and the independent non-executive Directors are Prof. Xue Lan, Mr. Lyn Frank Yee Chon and Mr. Li Wei.*