

## IMPORTANT

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

# 途虎养车

## TUHU Car Inc. 途虎養車股份有限公司\*

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

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering :	40,617,100 Offer Shares (subject to the Offer Size Adjustment Option and the Over-allotment Option)
Number of Hong Kong Offer Shares :	4,061,800 Offer Shares (subject to reallocation and the Offer Size Adjustment Option)
Number of International Offer Shares :	36,555,300 Offer Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option)
Maximum Offer Price :	HK\$31.00 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars, subject to refund)
Nominal value :	US\$0.00002 per Share
Stock code :	9690

Joint Sponsors, Joint Sponsor-Overall Coordinators, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



高盛



Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



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A copy of this document, having attached thereto the documents specified in “Documents delivered to the Registrar of Companies and available on display” in Appendix V, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Sponsor-Overall Coordinators (for themselves and on behalf of the Underwriters) and us on or around Tuesday, 19 September 2023. If, for any reason, the Offer Price is not agreed by Friday, 22 September 2023, the Global Offering will not proceed and will lapse. The Offer Price will be no more than HK\$31.00 per Offer Share and is currently expected to be no less than HK\$28.00 per Offer Share unless otherwise announced.

The Joint Sponsor-Overall Coordinators may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. See “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” for further details.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Sponsor-Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination” for further details.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in “Risk Factors”.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered or sold within or to the United States, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (i) solely to QIBs pursuant to an exemption from registration under Rule 144A of the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S.

**Our 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 Beneficiary, 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 our Shareholders’ resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with the WVR structure, see “Risk Factors — Risks Related to the WVR Structure”. Prospective investors should make the decision to invest in our Company only after due and careful consideration.**

\* For identification purpose only

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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 printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.**

**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.tuhu.cn](http://www.tuhu.cn). If you require a printed copy of this prospectus, you may download and print from the website addresses above.**

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
- (2) apply through **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
  - (i) 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
  - (ii) (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 Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed document as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

**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.**

Please refer to “How to Apply for Hong Kong Offer Shares” for further details on the procedures through which you can apply for the Hong Kong Offer Shares electronically.

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Your application through the **White Form eIPO** service or the **CCASS EIPO** service must be for a minimum of 100 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.

<b>No. of Hong Kong Offer Shares applied for</b>	<b>Amount payable on application</b>	<b>No. of Hong Kong Offer Shares applied for</b>	<b>Amount payable on application</b>	<b>No. of Hong Kong Offer Shares applied for</b>	<b>Amount payable on application</b>	<b>No. of Hong Kong Offer Shares applied for</b>	<b>Amount payable on application</b>
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
100	3,131.26	2,000	62,625.26	10,000	313,126.36	300,000	9,393,790.50
200	6,262.53	2,500	78,281.59	20,000	626,252.70	400,000	12,525,054.00
300	9,393.79	3,000	93,937.90	30,000	939,379.06	500,000	15,656,317.50
400	12,525.05	3,500	109,594.22	40,000	1,252,505.40	600,000	18,787,581.00
500	15,656.32	4,000	125,250.55	50,000	1,565,631.76	700,000	21,918,844.50
600	18,787.58	4,500	140,906.86	60,000	1,878,758.10	800,000	25,050,108.00
700	21,918.85	5,000	156,563.18	70,000	2,191,884.46	900,000	28,181,371.50
800	25,050.11	6,000	187,875.81	80,000	2,505,010.80	1,000,000	31,312,635.00
900	28,181.37	7,000	219,188.45	90,000	2,818,137.16	1,500,000	46,968,952.50
1,000	31,312.64	8,000	250,501.08	100,000	3,131,263.50	2,030,900 <sup>(1)</sup>	63,592,830.42
1,500	46,968.96	9,000	281,813.71	200,000	6,262,527.00		

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(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.