

# IMPORTANT

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



# 地平线

## Horizon Robotics

### 地平线\*

(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	: 1,355,106,600 Offer Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 135,511,200 Offer Shares (subject to reallocation)
Number of International Offer Shares	: 1,219,595,400 Offer Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$3.99 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.0000025 per Offer Share
Stock code	: 9660

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

**Goldman Sachs 高盛**

**Morgan Stanley**

**中信建投國際**  
CHINA SECURITIES INTERNATIONAL

*Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager*

**CITIC SECURITIES**

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

**Deutsche Bank**

**HSBC**

**招銀國際**  
CMB INTERNATIONAL

**中國銀河國際**  
CHINA GALAXY INTERNATIONAL

*Joint Bookrunner and Joint Lead Manager*

**交銀國際**  
BOCOM International

*Joint Lead Managers*

**建銀國際**  
CGB International

**ICBC 工銀國際**

**富途證券**

**光銀國際**  
CEB INTERNATIONAL

**DBS**

**廣發證券(香港)**  
GF SECURITIES (HONG KONG)

**國證國際**  
SDICS I

**農銀國際**  
ABC INTERNATIONAL

**中銀國際**  
BOC INTERNATIONAL

**時富金融**  
CFSG

**利弗莫尔证券**  
LIVERMORE HOLDINGS LIMITED

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this 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 Prospectus. A copy of this Prospectus, having attached thereto the documents specified in the section headed "Appendix V — Documents Delivered to the Registrar of Companies and Available on Display", has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this Prospectus or any other document referred to above.

The final Offer Price is expected to be fixed by agreement between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or around Tuesday, October 22, 2024. The Offer Price will be not more than HK\$3.99 per Offer Share and is currently expected to be not less than HK\$3.73 per Offer Share unless otherwise announced. If, for any reason, the final Offer Price is not agreed by 12:00 noon on Tuesday, October 22, 2024 between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company, the Global Offering will not proceed and will lapse.

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, sold, pledged, or transferred within the United States, except that Offer Shares may be offered, sold or delivered to QIBs in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A or another exemption from the registration requirements of the U.S. Securities Act. The Offer Shares may be offered, sold or delivered outside of the United States in offshore transactions in accordance with Regulation S.

Applicants for Hong Kong Offer Shares may be required to pay, on application (subject to application channels), the Offer Price of HK\$3.99 for each Hong Kong Offer Share together with a brokerage fee of 1%, a SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this Prospectus, including the risk factors set out in the section headed "Risk Factors".

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the 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 — Hong Kong Public Offering — Grounds for Termination".

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 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 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.

#### ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at <https://www.horizon.auto>. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

\* for identification purpose only

October 16, 2024

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

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This prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), under “HKEXnews > New Listings > New Listing Information,” and our website at <https://www.horizon.auto>. 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 use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
HK eIPO White Form service . . . . .	<a href="http://www.hkeipo.hk">www.hkeipo.hk</a>	Investors who would like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Wednesday, October 16, 2024 to 11:30 a.m. on Monday, October 21, 2024, Hong Kong time.  The latest time for completing full payment of application monies will be 12:00 noon on Monday, October 21, 2024, Hong Kong time.
HKSCC EIPO channel . . . . .	Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC’s FINI system in accordance with your instruction.	Investors who would not like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant’s stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

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 prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

## IMPORTANT

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 the section headed “How to Apply for Hong Kong Offer Shares” in this prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **HK eIPO White Form** service or the HKSCC EIPO channel must be for a minimum of 600 Hong Kong Offer Shares and in one of the numbers set out in the table below. If you are applying through the **HK eIPO White Form** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective maximum amount payable on application in full upon application for Hong Kong Offer Shares. If you are applying through the HKSCC EIPO channel, you are required to prefund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong.

No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment
	HK\$		HK\$		HK\$		HK\$
600	2,418.14	18,000	72,544.31	300,000	1,209,071.75	9,000,000	36,272,152.36
1,200	4,836.29	21,000	84,635.02	450,000	1,813,607.62	10,500,000	42,317,511.08
1,800	7,254.43	24,000	96,725.74	600,000	2,418,143.49	12,000,000	48,362,869.80
2,400	9,672.57	27,000	108,816.46	750,000	3,022,679.37	13,500,000	54,408,228.53
3,000	12,090.72	30,000	120,907.17	900,000	3,627,215.24	15,000,000	60,453,587.26
3,600	14,508.86	45,000	181,360.76	1,050,000	4,231,751.11	30,000,000	120,907,174.50
4,200	16,927.01	60,000	241,814.35	1,200,000	4,836,286.98	45,000,000	181,360,761.76
4,800	19,345.15	75,000	302,267.94	1,350,000	5,440,822.86	60,000,000	241,814,349.00
5,400	21,763.29	90,000	362,721.53	1,500,000	6,045,358.73	67,755,600 <sup>(1)</sup>	273,071,271.75
6,000	24,181.44	105,000	423,175.11	3,000,000	12,090,717.46		
9,000	36,272.15	120,000	483,628.70	4,500,000	18,136,076.18		
12,000	48,362.87	135,000	544,082.28	6,000,000	24,181,434.90		
15,000	60,453.59	150,000	604,535.88	7,500,000	30,226,793.63		

(1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.

(2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** Service Provider) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

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