

IMPORTANT

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



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Horizon Robotics

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

[REDACTED]

Number of [REDACTED] under the [REDACTED] (subject to the [REDACTED] [REDACTED])
Number of [REDACTED] : [REDACTED] (subject to reallocation)
Number of [REDACTED] : [REDACTED] (subject to [REDACTED])
[REDACTED] : [REDACTED] per [REDACTED], 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 [REDACTED] in Hong Kong dollars and subject to refund)
Nominal value : US\$0.0000025 per [REDACTED]
[REDACTED] : [REDACTED]

Joint Sponsors, [REDACTED], [REDACTED], [REDACTED] and [REDACTED]

Goldman Sachs 高盛

Morgan Stanley

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

[REDACTED]

 **CITIC SECURITIES**

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A copy of this Document, 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 Document or any other document referred to above.

The final [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for themselves and on behalf of the [REDACTED]) and the Company on the [REDACTED] Date, which is expected to be on or around [REDACTED]. The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED] otherwise announced. If, for any reason, the final [REDACTED] is not agreed by 12:00 noon on [REDACTED] between the [REDACTED] (for themselves and on behalf of the [REDACTED]) and the Company, the [REDACTED] will not proceed and will lapse.

The [REDACTED] 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 [REDACTED] may be [REDACTED], sold or delivered to [REDACTED] 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 [REDACTED] may be [REDACTED], sold or delivered outside of the United States in offshore transactions in accordance with Regulation S.

Applicants for [REDACTED] may be required to pay, on [REDACTED] (subject to [REDACTED] channels), the [REDACTED] of HK\$[REDACTED] for each [REDACTED] 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 [REDACTED] decision, prospective [REDACTED] should consider carefully all of the information set out in this Document, including the risk factors set out in the section headed “Risk Factors”.

The obligations of the Hong Kong [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for themselves and on behalf of the Hong Kong [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. See “[REDACTED]”.

Our Company will be controlled through weighted voting rights upon [REDACTED]. Prospective [REDACTED] should be aware of the potential risks of [REDACTED] 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 [REDACTED] should make the decision to in our Company only after due and careful consideration.

[REDACTED]

[REDACTED]

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[REDACTED]

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[REDACTED]