
HISTORY AND CORPORATE STRUCTURE

OVERVIEW

Our Company was incorporated as an exempted company with limited liability in the Cayman Islands on October 15, 2014, and is the holding company of the Group with businesses conducted through its subsidiaries and the Consolidated Affiliated Entities.

Under the leadership of Dr. Xu Li, Prof. Tang, Dr. Wang and Mr. Xu Bing, our Group successfully developed into a leading AI software company serving a broad range of industries, and the largest in Asia in terms of revenue in 2020 according to Frost & Sullivan.

OUR KEY MILESTONES

The following is a summary of our Group's key business development milestones:

<u>Date</u>	<u>Event</u>
2014	Our Company was incorporated
2015	We started R&D on our deep learning training framework, SenseParrots. SenseParrots, which lies at the heart of SenseCore, is one of the earliest self-developed deep learning frameworks in China We won the first place in large scale video object detection in the ImageNet Large Scale Visual Recognition Challenge, with the world's largest AI model at that time
2016	We launched SenseME and SenseMARS, our software platforms for Smart Life, which have empowered over 450 million smart phones and over 200 mobile apps over the years, and has become one of the biggest Metaverse enabling platforms We started R&D on autonomous driving for Smart Auto and broke the world record in pedestrian and vehicle detection on KITTI 2016, one of the largest international autonomous driving datasets
2017	We started R&D on SenseFoundry for Smart City, which has supported city management in 11 megacities with over 10 million population over the years We started R&D collaboration with Honda Motor Company Ltd. for autonomous driving technologies
2018	We were designated as the National Open Innovation Platform for Next Generation AI on Intelligent Vision (智能視覺國家新一代人工智能開放創新平台) We started R&D on our specialized AI chip
2019	We co-founded China Augmented Reality Core Technology Industry Alliance (中國增強現實核心技術產業聯盟) which has approximately 300 members from the AR industry, of which we are the inaugural chairperson We started R&D on AI sensors

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Date	Event
	We became the first company to provide face payment technology integrated to subways' ticketing systems in megacities with over 10 million population to support contactless swift subway entry
2020	<p>We completed the tape-out of our first specialized AI chip, STPU</p> <p>We commenced construction of our Shanghai Lingang AIDC, which is expected to become one of the largest supercomputers in Asia designed to generate total computing capacity of 3.74 exaFLOPs</p> <p>We became the first AI company to receive all three ISO/IEC certifications for Privacy Information Management System, Information Security Management and Personally Identifiable Information Protection</p>
2021	<p>We became the only AI company in Asia to have our Code of Ethics for AI Sustainable Development selected by the United Nations as one of the key publication references in the United Nations Resource Guide on AI Strategies published in June 2021</p> <p>We built the world's largest computer vision model with over 30 billion parameters</p> <p>The number of our commercialized AI models reached over 22,000 and our patent and patent applications reached over 8,000</p>

OUR MAJOR SUBSIDIARIES AND OPERATING ENTITIES

As at the Latest Practicable Date, the following entities are the holding entities or operating entities which made a material contribution to our results of operation during the Track Record Period:

<u>Name of subsidiary</u>	<u>Place of incorporation</u>	<u>Date of incorporation</u>	<u>Principal business activities</u>
Shanghai SenseTime	PRC	December 15, 2017	Sales of software products and provision of related services
Shenzhen SenseTime	PRC	May 15, 2015	Sales of software products and provision of related services
Beijing SenseTime	PRC	November 14, 2014	Sales of software products and provision of related services
SenseTime HK	Hong Kong	October 30, 2014	Sales of software products and provision of related services
SenseTime Japan	Japan	January 13, 2016	Sales of software products and provision of related services
SenseTime Singapore	Singapore	January 17, 2018	Sales of software products and provision of related services
Chengdu SenseTime	PRC	June 13, 2018	Sales of software products and provision of related services

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MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

1. Incorporation of our Company

Our Company was incorporated as an exempted company under the laws of Cayman Islands on October 15, 2014, with an authorized share capital of US\$50,000 divided into 200,000,000 shares with a par value of US\$0.00025 each.

2. Share transfer to Amind in 2015

On February 12, 2015, Amind became the then sole Shareholder of our Company through share transfer.

3. Share split of our Company in 2018

On April 9, 2018, we conducted a share split, pursuant to which every share of par value US\$0.00025 each in our then issued and unissued share capital was split into 10,000 shares of par value US\$0.000000025 each.

4. Pre-IPO Investments

Between May 26, 2015 and June 29, 2021, we conducted twelve rounds of Pre-IPO Investments. See “— Pre-IPO Investments” in this section for subsequent shareholding changes resulting from the Pre-IPO Investments.

5. Share incentive schemes

On November 1, 2016, we adopted the Pre-IPO RSU Plan and Pre-IPO ESOP, respectively, and issued 97,973 shares and 67,027 shares to Sense Talent Limited on December 30, 2016 and June 30, 2017 respectively. Such shares were subdivided on April 9, 2018 as described in the subparagraph “— 3. Share split of our Company in 2018” above.

On February 1, 2019, all the shares held by Sense Talent Limited were transferred to SenseTalent, and we further issued 1,056,840,000 shares to SenseTalent. On February 26, 2021, we further issued 1,504,720,000 shares to SenseTalent. For further details of our Pre-IPO RSU Plan and Pre-IPO ESOP, see “Statutory and General Information — D. Share Incentive Schemes — 1. Pre-IPO RSU Plan” and “Statutory and General Information — D. Share Incentive Schemes — 2. Pre-IPO ESOP,” respectively, in Appendix IV to this Prospectus.

6. Reclassification of shares into Class A Shares and Class B Shares

On December 3, 2021, our shareholders resolved that, amongst other things, all the issued and unissued shares will be reclassified from the date of Listing as Class A Shares and Class B Shares of US\$0.000000025 and US\$0.000000025 par value each respectively.

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The Ordinary Shares originally held by Amind, XWorld, Infinity Vision and Vision Worldwide shall be reclassified as Class A Shares and all the other Ordinary Shares shall be reclassified into Class B Shares, subject to the Global Offering becoming unconditional. In addition, our shareholders resolved that, subject to the Global Offering becoming unconditional, all the issued and unissued Preferred Shares shall be reclassified into Class B Shares. Upon the above changes becoming effective, the authorized share capital of the Company shall be US\$50,000 divided into (i) 8,000,000,000 Class A Shares of US\$0.000000025 par value each and (ii) 1,992,000,000,000 Class B Shares of US\$0.000000025 par value each, and the issued share capital of our Company (including all the Ordinary Shares and Preferred Shares to be reclassified and redesignated, and assuming (i) the Over-allotment Option is not exercised and (ii) each Ordinary Share held by Amind, XWorld, Infinity Vision and Vision Worldwide is converted into one Class A Share and each Ordinary Share held by Shareholders other than Amind, XWorld, Infinity Vision and Vision Worldwide, and each Preferred Share is converted into one Class B Share immediately upon the completion of the Global Offering) shall be US\$832.06 divided into (i) 7,528,760,000 Class A Shares of US\$0.000000025 par value each and (ii) 25,753,640,000 Class B Shares of US\$0.000000025 par value each.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

1. Major Acquisitions, Disposals and Mergers

We have not conducted any acquisitions, disposals or mergers since our inception that we consider to be material to us.

2. Post-Track Record Period Acquisitions

We have made and propose to make a number of acquisitions after the Track Record Period and up to the Latest Practicable Date, none of which we consider to be material. We have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with Rules 4.04(2) and 4.04(4) of the Listing Rules in relation to these proposed acquisitions. See “Waivers from Strict Compliance with the Listing Rules and Exemptions from Strict Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance — Waiver in respect of Companies and Business to be Acquired after the Track Record Period” for alternative disclosure of these acquisitions.

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PRE-IPO INVESTMENTS

1. Overview

We have received twelve rounds of Pre-IPO Investments since our establishment and our Pre-IPO Investors were issued Preferred Shares in our Company pursuant to the below:

Pre-IPO Investment	Date of initial subscription agreement	Date of last payment of consideration	Total number of shares under the subscription agreement (Note 1)	Cost per share paid to the Company (Note 1)	Implied valuation of the Company (Note 2)	Discount to the Offer Price (Note 3)	Total funds raised by the Company
1. Series A-1	May 26, 2015	December 3, 2015	550,000,000 Series A-1 Preferred Shares	US\$0.02	US\$206 million	96.0%	US\$11,000,000.00
2. Series A-2	July 12, 2017	August 17, 2017	100,590,000 Series A-2 Preferred Shares	US\$0.0768932	US\$808 million	84.7%	US\$7,734,686.99
3. Series B-1	October 3, 2016	February 1, 2019	600,720,000 Series B-1 Preferred Shares	US\$0.0998799	US\$1,109 million	80.1%	US\$59,999,853.53
4. Series B-2	December 30, 2016	June 11, 2021	2,908,420,000 Series B-2 Preferred Shares	US\$0.1151768	US\$1,614 million	77.1%	US\$334,982,508.67
5. Series B-3	September 30, 2017	September 30, 2020	243,320,000 Series B-3 Preferred Shares	US\$0.12124	US\$1,729 million	75.9%	US\$29,500,116.80
6. Series C-1	April 3, 2018	April 12, 2018	602,550,000 Series C-1 Preferred Shares	US\$0.12124	US\$1,802 million	75.9%	US\$73,053,162.00
7. Series C-2	April 16, 2018	July 17, 2019	2,895,440,000 Series C-2 Preferred Shares	US\$0.184	US\$3,156 million	63.4%	US\$532,760,960.00
8. Series C+	May 25, 2018	June 23, 2021	2,761,100,000 Series C+ Preferred Shares	US\$0.2331	US\$4,518 million	53.6%	US\$643,612,410.00
9. Series C++	September 11, 2018	April 1, 2019	2,307,091,397 Series C++ Preferred Shares	US\$0.2836	US\$6,299 million	43.6%	US\$654,291,120.19

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Pre-IPO Investment	Date of initial subscription agreement	Date of last payment of consideration	Total number of shares under the subscription agreement (Note 1)	Cost per share paid to the Company (Note 1)	Implied valuation of the Company (Note 2)	Discount to the Offer Price (Note 3)	Total funds raised by the Company
10. Series C-prime	March 27, 2019	June 29, 2021	1,825,210,000 Series C-prime Preferred Shares	US\$0.3150	US\$7,571 million	37.3%	US\$574,941,150.00
11. Series D	July 31, 2020	April 13, 2021	4,524,880,000 Series D Preferred Shares	US\$0.3536	US\$10,099 million	29.6%	US\$1,599,997,568.00
12. Series D+	September 10, 2020	June 30, 2021	1,716,620,000 Series D+ Preferred Shares	US\$0.4094	US\$13,012 million	18.5%	US\$702,784,228.00

Notes:

- (1) Adjusted to reflect subsequent share splits and other capital reorganizations, as applicable.
- (2) The implied valuation is calculated based on (i) the cost per share paid to the Company and (ii) the then enlarged issued share capital of the Company after each round of Pre-IPO Investment.
- (3) The discount to the Offer Price is calculated based on the assumption that (i) the Offer Price is HK\$3.92 per Offer Share, being the mid-point of the indicative Offer Price range of HK\$3.85 and HK\$3.99; and (ii) the Preferred Shares are reclassified as Class B Shares on a one-to-one basis.

2. Principal terms of the Pre-IPO Investments and Pre-IPO Investors' rights

Use of proceeds from the Pre-IPO Investments	All of the proceeds from the Pre-IPO Investments were utilized for the development and operation of our business, including but not limited to personnel recruitment, new business and product development, technology infrastructure, office utilities and marketing. As at the Latest Practicable Date, approximately 53% of the funds raised from the Pre-IPO Investments had been utilized.
Strategic benefits the Pre-IPO Investments brought to our Company	At the time of the Pre-IPO Investments, our Directors were of the view that our Company would benefit from the additional capital provided by the Pre-IPO Investors' investments in our Company and their knowledge and experience.
Basis of determining the consideration paid	The consideration for the Pre-IPO Investments were determined based on arm's length negotiations between the Company and the Pre-IPO Investors, taking into account the timing of the investments and the respective business operations and financial performance of our Group.
Lock-up period	All the principal Pre-IPO Investors will retain at least an aggregate of 50% of their investments at the time of Listing for a period of at least six months following the Listing, in accordance with the Guidance Letter HKEX-GL93-18. Please also see "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Underwriting by our existing Shareholders."

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3. Special rights of the Pre-IPO Investors

All of our Pre-IPO Investors are bound by the terms of the currently effective articles of association of the Company (the “**Current Articles**”), which will be replaced by our Articles effective upon the completion of the Global Offering. Pursuant to the Pre-IPO Shareholders’ Agreement and the Current Articles, the Pre-IPO Investors were granted certain special rights in relation to our Company, including, certain redemption rights which are only exercisable if the Listing does not take place by the long stop date as amended from time to time, and certain redemption rights which are minority protection rights exercisable where there is a material breach of the relevant transaction documents in connection with their respective investments and which the Pre-IPO Investors have resolved not to exercise unless Listing does not take place by the long stop date as amended from time to time. The Pre-IPO Shareholders’ Agreement and all such special rights will terminate upon completion of the Global Offering.

All of the Preferred Shares will be converted into Class B Shares upon completion of the Global Offering, at which time our share capital will comprise of two classes of Shares, namely Class A Shares and Class B Shares. For further information on the rights attached to our Class A Shares and Class B Shares, see “Share Capital.”

4. Compliance with interim guidance and guidance letter

Based on the documents provided by the Company relating to the Pre-IPO Investments, relevant legal advice and the above disclosures, the Joint Sponsors confirm that the Pre-IPO Investments are in compliance with Guidance Letter HKEX-GL29-12 issued by the Stock Exchange in January 2012 and updated in March 2017, Guidance Letter HKEX-GL43-12 issued by the Stock Exchange in October 2012 and updated in July 2013 and March 2017 and Guidance Letter HKEX-GL44-12 issued by the Stock Exchange in October 2012 and updated in March 2017.

5. Information relating to our principal Pre-IPO Investors

Set out below is a description of our principal Pre-IPO Investors, being private equity funds and strategic investment corporations, and which have made meaningful investments in our Company (each holding between 1.00% to 14.88% of the total issued and outstanding shares immediately prior to the Global Offering).

- (a) SVF Sense (Singapore) Pte. Ltd. (“**SVF Sense**”) is a private company limited by shares incorporated in Singapore. SVF Sense is indirectly wholly owned by SVF Holdings (UK) LLP. SoftBank Vision Fund L.P. is the managing member of SVF Holdings (UK) LLP. The general partner of SoftBank Vision Fund L.P. is SVF GP (Jersey) Limited, which is ultimately wholly owned by SoftBank Group Corp. (TYO: 9984). SVF GP (Jersey) Limited appointed SB Investment Advisers (UK) Limited, ultimately wholly owned by SoftBank Group Corp. (TYO: 9984), as the manager of SoftBank Vision Fund L.P. SB Investment Advisers (UK) Limited is exclusively responsible for making all decisions

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related to the acquisition, structuring, financing, voting, and disposal of investments held by SoftBank Vision Fund L.P.. As at the date of this Prospectus, SVF Sense (Singapore) Pte. Ltd. holds approximately 14.88% of the total issued and outstanding shares of the Company.

- (b) Guildford Investment One Limited (“**Guildford**”) and Smithfield Investment Holdings Limited (“**Smithfield**”) are limited liability companies incorporated in the British Virgin Islands. Qiushi Xingde (Tianjin) Investment Center (Limited Partnership) is a limited partnership established under the laws of the PRC (together with Guildford and Smithfield are collectively referred to as the “**Primavera Shareholders**”). Primavera Shareholders are ultimately controlled by Primavera Capital Group. Primavera is a premier China-based global investment firm. As at the date of this Prospectus, the Primavera Shareholders collectively hold approximately 3.08% of the total issued and outstanding shares of the Company.
- (c) SL Hourglass Holdco Limited is an exempted company with limited liability incorporated in Cayman Islands. It is controlled by Silver Lake Partners IV Cayman, L.P., which is controlled by its general partner, Silver Lake Technology Associates IV Cayman, L.P., which is in turn controlled by its general partner, Silver Lake (Offshore) AIV GP IV, Ltd., which is advised by Silver Lake Group, L.L.C., which is a global technology investment firm. As at the date of this Prospectus, SL Hourglass Holdco Limited holds approximately 3.05% of the total issued and outstanding shares of the Company.
- (d) Each of IDG China Venture Capital Fund IV, L.P. (the “**IDG Main Fund**”) and IDG China IV Investors L.P. (the “**IDG Side Fund**”) is an exempted limited partnership organized and existing under the laws of Cayman Islands (IDG Main Fund and IDG Side Fund, collectively the “**IDG Shareholders**”), and is primarily engaged in equity investment. IDG China Venture Capital Fund IV Associates L.P., a limited partnership established in Cayman Islands, acts as the sole general partner of the IDG Main Fund. IDG China Venture Capital Fund GP IV Associates Ltd (the “**IDG Ultimate General Partner**”) is the sole general partner of IDG China Venture Capital Fund IV Associates L.P.. The IDG Ultimate General Partner is also the direct and sole general partner of the IDG Side Fund. The directors of IDG Ultimate General Partner are Chi Sing Ho and Quan Zhou. As at the date of this Prospectus, the IDG Shareholders collectively hold approximately 1.42% of the total issued and outstanding shares of the Company.
- (e) EverestLu Holding Limited is a company incorporated under the laws of Hong Kong with limited liability. It 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**”) a company incorporated in the PRC and the shares of which are held by several state-owned enterprises and ultimately indirectly held by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. It is mainly engaged in business activities including non-public fund raising, equity investment, project investment, capital management, investment consulting and enterprise management consulting. As at the date of this Prospectus, EverestLu Holding Limited holds approximately 1.39% of the total issued and outstanding shares of the Company.

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- (f) Shanghai International Group Co., Ltd and Shanghai State-owned Assets Management Co., Ltd. are limited liability company incorporated in the PRC (Shanghai International Group Co., Ltd and Shanghai State-owned Assets Management Co., Ltd. are collectively referred to as the “**Shanghai International Group Shareholders**”). Shanghai International Group Shareholders are ultimately controlled by Shanghai State-owned Assets Supervision and Administration Commission. Shanghai International Group Co., Ltd functions as an important financial state-owned platform and a professional market-based platform for operating state-owned capital. As at the date of this Prospectus, the Shanghai International Group Shareholders collectively hold approximately 1.33% of the total issued and outstanding shares of the Company.
- (g) Silk Road Inv Ltd. and Splendid Future Investment Ltd. are BVI business companies incorporated in the British Virgin Islands (Silk Road Inv Ltd. and Splendid Future Investment Ltd. are collectively referred to as the “**Sailing Shareholders**”). Sailing Shareholders are ultimately controlled by Sailing Capital. Sailing Capital engages in direct private equity investments and also invests throughout the capital structure—equity, equity-linked, structured, leveraged, mezzanine and/or debt for buy-out, control or significant minority positions and it has the flexibility to invest outside China in a wide range of geographies and industry verticals. As at the date of this Prospectus, Sailing Shareholders collectively hold approximately 1.29% of the total issued and outstanding shares of the Company.
- (h) Vision Sense Limited is an exempted company with limited liability incorporated in the Cayman Islands and ESP Intelligence Limited is a BVI business company incorporated in the British Virgin Islands (Vision Sense Limited and ESP Intelligence Limited are collectively referred to as the “**CDH Shareholders**”). CDH Shareholders are ultimately controlled by CDH Investments. Established in 2002, CDH Investments is one of the leading alternative investment fund managers focused on China. From its roots in private equity, CDH Investments has expanded to become a diversified alternative asset management platform covering: Private Equity, Real Assets, Venture and Growth Capital, Mezzanine & Credit, Public Equities and Wealth Management. As at the date of this Prospectus, CDH Shareholders collectively hold approximately 1.00% of the total issued and outstanding shares of the Company.

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CAPITALIZATION OF OUR COMPANY

The following table sets out our shareholding structure (a) as at the date of this Prospectus and (b) immediately upon the completion of the Global Offering, assuming (i) the Over-allotment Option is not exercised; and (ii) each Ordinary Share held by Amind, XWorld, Infinity Vision and Vision Worldwide is converted into one Class A Share and each Ordinary Share held by Shareholders other than Amind, XWorld, Infinity Vision and Vision Worldwide, and each Preferred Share is converted into one Class B Share immediately upon the completion of the Global Offering:

Shareholders	Ordinary Shares	Series A-1 Preferred Shares	Series A-2 Preferred Shares	Series B-1 Preferred Shares	Series B-2 Preferred Shares	Series B-3 Preferred Shares	Series C-1 Preferred Shares	Series C-2 Preferred Shares	Series C+ Preferred Shares	Series C++ Preferred Shares	Series C+prime Preferred Shares	Series D Preferred Shares	Series D+ Preferred Shares	Aggregate number of Shares of US\$0.000000025 upon the completion of this Prospectus	Aggregate ownership percentage as at the date of this Prospectus (Note 1)	Aggregate number of Shares of US\$0.000000025 upon the completion of the Global Offering	Aggregate ownership percentage upon the completion of the Global Offering (Note 2)
Amind	6,906,080,602	—	—	—	—	—	—	—	—	—	—	—	—	6,906,080,602	21.73%	6,906,080,602	20.75%
XWorld	286,317,668	—	—	—	—	—	—	—	—	—	—	—	—	286,317,668	0.90%	286,317,668	0.86%
Infinity Vision	232,171,633	—	—	—	—	—	—	—	—	—	—	—	—	232,171,633	0.73%	232,171,633	0.70%
Vision	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
SenseTalent	104,190,097	—	—	—	—	—	—	—	—	—	—	—	—	104,190,097	0.33%	104,190,097	0.31%
SCP AIV II, L.P.	3,869,258,603	—	—	—	—	—	—	—	—	—	—	—	—	3,869,258,603	12.17%	3,869,258,603	11.63%
Mason Stevens Limited	63,640,000	—	—	—	—	—	—	—	—	—	—	—	—	63,640,000	0.20%	63,640,000	0.19%
3W Global Fund	48,860,000	—	—	—	122,500,000	—	—	—	—	—	—	—	73,270,000	0.77%	244,630,000	0.74%	
AMF-5 Holdings Limited	48,860,000	—	—	—	—	—	—	—	—	—	—	—	24,420,000	0.23%	73,280,000	0.22%	
Hermitage Galaxy Fund SPC acting for and on behalf of	48,860,000	—	—	—	—	—	—	—	—	—	—	—	—	48,860,000	0.15%	48,860,000	0.15%
Hermitage Fund Five SP	48,840,000	—	—	—	—	—	—	—	53,340,000	—	—	—	—	102,180,000	0.32%	102,180,000	0.31%
GOME Retail Holdings Limited	26,670,000	—	—	—	—	—	—	—	—	—	—	—	—	26,670,000	0.08%	26,670,000	0.08%
Ericsenz AI Pte. Ltd.	24,420,000	—	—	11,000,028	—	—	—	—	—	—	—	—	—	35,420,028	0.11%	35,420,028	0.11%
Desire Perfect Limited	9,090,000	—	—	—	—	—	—	—	—	—	—	—	—	9,090,000	0.03%	9,090,000	0.03%
IDG China Venture Capital Fund IV L.P. (Note 3)	—	398,920,000	—	—	—	—	—	—	—	—	—	—	—	398,920,000	1.26%	398,920,000	1.20%
IDG China IV Investors L.P. (Note 3)	—	51,080,000	—	—	—	—	—	—	—	—	—	—	—	51,080,000	0.16%	51,080,000	0.15%
Iflytek Co., Ltd.	—	25,000,000	—	—	—	—	—	—	—	—	—	—	—	25,000,000	0.08%	25,000,000	0.08%

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Shareholders	Ordinary Shares	Series A-1	Series A-2	Series B-1	Series B-2	Series B-3	Series C-1	Series C-2	Series C+ Preferred Shares	Series C++ Preferred Shares	Series C-prime Preferred Shares	Series D Preferred Shares	Series D+ Preferred Shares	Aggregate number of Shares of US\$0.000000025 par value each as at the date of this Prospectus (Note 1)	Aggregate ownership percentage as at the date of this Prospectus (Note 1)	Aggregate number of Shares of US\$0.000000025 par value each upon completion of the Global Offering (Note 2)	Aggregate ownership percentage upon the completion of the Global Offering (Note 2)
		Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	as at the date of this Prospectus (Note 1)	upon completion of the Global Offering (Note 2)	upon the completion of the Global Offering (Note 2)
Dingtai Capital Limited	—	40,280,000	—	—	—	—	—	—	—	—	—	—	—	40,280,000	0.13%	40,280,000	0.12%
Best Step Global Limited	—	15,080,000	—	—	—	—	—	—	—	—	—	—	—	15,080,000	0.05%	15,080,000	0.05%
Star VC Investment Co., Limited	—	—	—	—	25,280,000	—	—	—	—	—	—	—	—	25,280,000	0.08%	25,280,000	0.08%
Vision Sense Limited (Note 4)	—	—	125,300,000	—	73,160,000	—	—	—	—	—	—	—	—	198,460,000	0.62%	198,460,000	0.60%
ESP Intelligence Limited (Note 4)	—	—	75,180,000	—	43,890,000	—	—	—	—	—	—	—	—	119,070,000	0.37%	119,070,000	0.36%
Jiaxing Shenmao NO.5 Equity Investment Partnership (Limited)	—	—	38,090,000	—	—	—	—	—	—	—	—	79,180,000	—	117,270,000	0.37%	117,270,000	0.35%
Clouse S.A., acting for the account of its	—	—	26,750,000	—	—	14,870,000	—	—	—	—	—	118,460,000	—	160,080,000	0.50%	160,080,000	0.48%
Compartment 39 (Note 5)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Clouse S.A., acting for the account of its	—	—	—	—	—	—	—	—	—	—	—	—	29,310,000	0.09%	29,310,000	0.09%	
Compartment 49 (Note 5)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Multitude Chance Limited	—	—	24,279,972	—	—	—	—	—	—	—	—	113,120,000	—	137,399,972	0.42%	137,399,972	0.41%
Silk Road Inv Ltd. (Note 6)	—	—	—	—	186,854,228	—	—	—	60,060,000	—	—	—	—	246,914,228	0.78%	246,914,228	0.74%
Splendid Future Investment Limited (Note 6)	—	—	—	—	137,399,873	—	—	—	25,740,000	—	—	—	—	163,139,873	0.51%	163,139,873	0.49%
Revenue Growth Holdings Limited	—	—	—	—	291,690,000	—	—	—	—	—	—	—	—	291,690,000	0.92%	291,690,000	0.88%
Cayman Co-Stone AI Equity Investment Fund L.P. (Note 7)	—	—	—	—	256,120,000	—	—	—	—	—	—	—	—	256,120,000	0.81%	256,120,000	0.77%
Yangtze Global Growth Fund SPC (Note 7)	—	—	—	—	64,350,000	—	—	—	—	—	—	—	—	64,350,000	0.20%	64,350,000	0.19%
Glory Best Holding Limited	—	—	—	—	173,640,000	—	—	—	21,450,000	—	—	—	—	195,090,000	0.61%	195,090,000	0.59%

HISTORY AND CORPORATE STRUCTURE

Shareholders	Ordinary Shares	Series A-1 Preferred Shares	Series A-2 Preferred Shares	Series B-1 Preferred Shares	Series B-2 Preferred Shares	Series B-3 Preferred Shares	Series C-1 Preferred Shares	Series C-2 Preferred Shares	Series C+ Preferred Shares	Series C++ Preferred Shares	Series C-prime Preferred Shares	Series D Preferred Shares	Series D+ Preferred Shares	Aggregate number of Shares of US\$0.000000025 as at the date of this Prospectus (Note 1)		Aggregate number of Shares of US\$0.000000025 upon the completion of the Global Offering (Note 2)	
														Aggregate ownership percentage as at the date of this Prospectus (Note 1)	Aggregate ownership percentage as at the date of this Prospectus (Note 2)	Aggregate ownership percentage as at the date of this Prospectus (Note 1)	Aggregate ownership percentage as at the date of this Prospectus (Note 2)
Zhong Ping Intelligence Holding	—	—	—	—	173,640,000	—	—	—	—	—	—	—	—	173,640,000	0.55%	173,640,000	0.52%
CICC Zhide Two Investment Co., Limited (Note 8)	—	—	—	—	172,920,000	—	—	—	—	—	—	—	—	172,920,000	0.54%	172,920,000	0.52%
CICC Pucheng Investment Co., Ltd. (Note 8)	—	—	—	—	—	—	—	—	—	—	—	—	6,590,000	0.02%	6,590,000	0.02%	
EverestLu Holding Limited	—	—	—	—	158,730,159	—	—	—	—	—	—	282,800,000	—	441,530,159	1.39%	441,530,159	1.33%
Ray Union Limited	—	—	—	—	112,860,000	—	—	21,450,000	—	—	—	—	—	134,310,000	0.43%	134,310,000	0.40%
Topson Limited	—	—	—	—	87,970,000	—	—	—	—	—	—	—	—	87,970,000	0.28%	87,970,000	0.26%
Morningside China TMT Fund IV, L.P. (Note 9)	—	—	—	—	78,930,000	—	—	19,500,000	—	—	—	—	—	98,430,000	0.31%	98,430,000	0.30%
Morningside China TMT Fund IV Co-Investment L.P. (Note 9)	—	—	—	—	7,890,000	—	—	1,950,000	—	—	—	—	—	9,840,000	0.03%	9,840,000	0.03%
Guldford Investment One Limited (Note 10)	—	—	—	—	67,940,000	63,490,000	—	—	—	—	—	585,400,000	—	716,830,000	2.26%	716,830,000	2.15%
Smithfield Investment Holdings Limited (Note 10)	—	—	—	—	—	—	—	—	—	—	—	141,400,000	—	141,400,000	0.44%	141,400,000	0.42%
Quishi Xingde (Tianjin) Investment Center (Limited Partnership) (Note 10)	—	—	—	—	—	—	—	—	—	—	—	121,600,000	—	121,600,000	0.38%	121,600,000	0.37%
Grandwin Enterprises Limited	—	—	—	—	56,835,740	—	—	—	—	—	—	—	—	56,835,740	0.18%	56,835,740	0.17%
Orient Ruidie Tenghui Hong Kong Limited	—	—	—	—	43,410,000	—	—	—	—	—	—	—	—	43,410,000	0.14%	43,410,000	0.13%
Pure Talent Corporation	—	—	—	—	21,960,000	—	—	—	—	—	—	—	—	21,960,000	0.07%	21,960,000	0.07%
Shenzhen Songheshang Investment Partnership Enterprise (Limited Liability Partnership)	—	—	—	—	—	164,960,000	—	—	21,450,000	—	—	65,040,000	—	251,450,000	0.79%	251,450,000	0.76%
Taobao China Holding Limited	—	—	—	—	—	—	602,550,000	1,808,480,000	—	—	—	—	—	2,411,030,000	7.59%	2,411,030,000	7.24%
SL Hourglass Holdco Limited	—	—	—	—	—	—	—	326,090,000	643,500,000	—	—	—	—	969,590,000	3.05%	969,590,000	2.91%

HISTORY AND CORPORATE STRUCTURE

Shareholders	Series A-1	Series A-2	Series B-1	Series B-2	Series B-3	Series C-1	Series C-2	Series C+ Preferred	Series C++ Preferred	Series C-prime Preferred	Series D Preferred	Series D+ Preferred	Aggregate number of Shares of US\$0.00000025 par value each as at the date of this Prospectus (Note 1)	Aggregate ownership percentage as at the date of this Prospectus (Note 1)	Aggregate number of Shares of US\$0.00000025 par value each upon completion of the Global Offering (Note 2)	Aggregate ownership percentage upon the completion of the Global Offering (Note 2)
	Ordinary Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	Preferred Shares	US\$0.00000025 par value each as at the date of this Prospectus	at the date of this Prospectus (Note 1)	upon completion of the Global Offering	of the Global Offering (Note 2)
China Internet Investment Fund (Limited Partnership)	—	—	—	—	—	271,740,000	—	—	—	—	—	—	271,740,000	0.86%	271,740,000	0.82%
Titan Management L.P.	—	—	—	—	—	271,740,000	—	—	—	—	—	—	271,740,000	0.86%	271,740,000	0.82%
Anderson Investments Pte. Ltd.	—	—	—	—	—	163,040,000	—	—	—	—	—	—	163,040,000	0.51%	163,040,000	0.49%
Shenzhen Capital (Hong Kong) Company Limited	—	—	—	—	—	54,350,000	—	—	—	—	—	—	54,350,000	0.17%	54,350,000	0.16%
SVF Sense (Singapore) Pte. Ltd.	—	—	—	—	—	—	429,000,000	2,307,091,397	1,396,640,000	177,960,000	419,830,000	4,730,521,397	14.88%	4,730,521,397	14.21%	
Saturn Global Investment Limited	—	—	—	—	—	—	—	204,060,000	—	—	—	—	204,060,000	0.64%	204,060,000	0.61%
Internet Fund IV Pte. Ltd.	—	—	—	—	—	—	—	107,250,000	—	—	—	—	107,250,000	0.34%	107,250,000	0.32%
Fortune Arise Fund LP	—	—	—	—	—	—	—	85,800,000	—	—	—	—	85,800,000	0.27%	85,800,000	0.26%
Qualcomm Incorporated	—	—	—	—	—	—	—	40,750,000	—	—	—	—	40,750,000	0.13%	40,750,000	0.12%
Fidelity China Special Situations plc (Note 11)	—	—	—	—	—	—	—	31,242,000	—	33,460,000	—	—	64,702,000	0.20%	64,702,000	0.19%
Fidelity Investment Funds (Note 11)	—	—	—	—	—	—	—	28,175,000	—	13,060,000	—	—	28,175,000	0.09%	28,175,000	0.08%
Fidelity Funds (Note 11)	—	—	—	—	—	—	—	24,639,000	—	—	—	—	37,699,000	0.12%	37,699,000	0.11%
Fidelity Institutional Funds (Note 11)	—	—	—	—	—	—	—	855,000	—	—	—	—	855,000	0.00%	855,000	0.00%
UT Capital Limited	—	—	—	—	—	—	—	28,981,000	—	1,100,000	—	—	30,081,000	0.09%	30,081,000	0.09%
Mega Prime Development Limited	—	—	—	—	—	—	—	8,897,000	—	—	—	—	8,897,000	0.03%	8,897,000	0.03%
Sitec Asia Limited	—	—	—	—	—	—	—	5,911,000	—	—	—	—	5,911,000	0.02%	5,911,000	0.02%
SenseVision (Note 12)	—	—	—	—	—	—	—	690,440,000	—	—	—	—	690,440,000	2.17%	690,440,000	2.07%
SenseSmart (Note 12)	—	—	—	—	—	—	—	206,660,000	—	—	—	—	206,660,000	0.65%	206,660,000	0.62%
Mirae Asset-Naver Asia Growth Investment Pte. Ltd. (Note 13)	—	—	—	—	—	—	—	—	—	63,500,000	56,560,000	—	120,060,000	0.38%	120,060,000	0.36%
Mirae Asset Securities (HK) Limited (Note 13)	—	—	—	—	—	—	—	—	—	22,220,000	—	—	22,220,000	0.07%	22,220,000	0.07%
Mirae Asset Capital Co., Ltd. (Note 13)	—	—	—	—	—	—	—	—	—	15,870,000	—	—	15,870,000	0.05%	15,870,000	0.05%
Mirae Asset Consulting Co., Ltd. (Note 13)	—	—	—	—	—	—	—	—	—	3,170,000	—	—	3,170,000	0.01%	3,170,000	0.01%
Mirae Asset Good Company Investment Fund #19-1 (Note 13)	—	—	—	—	—	—	—	—	—	3,170,000	—	—	3,170,000	0.01%	3,170,000	0.01%
Mirae Asset Venture Investment Co., Ltd. (Note 13)	—	—	—	—	—	—	—	—	—	3,170,000	—	—	3,170,000	0.01%	3,170,000	0.01%
SenseForest (Note 12)	—	—	—	—	—	—	—	—	—	269,850,000	—	—	269,850,000	0.85%	269,850,000	0.81%
Shanghai International Group Co., Ltd. (Note 14)	—	—	—	—	—	—	—	—	—	—	282,800,000	—	282,800,000	0.89%	282,800,000	0.85%
Shanghai State-owned Assets Management Co., Ltd. (Note 14)	—	—	—	—	—	—	—	—	—	—	141,400,000	—	141,400,000	0.44%	141,400,000	0.42%
Abadi Limited	—	—	—	—	—	—	—	—	—	—	282,805,430	—	282,805,430	0.89%	282,805,430	0.85%
Guangdong Hengjian Assets Management Co., Ltd.	—	—	—	—	—	—	—	—	—	—	282,800,000	—	282,800,000	0.89%	282,800,000	0.85%

HISTORY AND CORPORATE STRUCTURE

Shareholders	Ordinary Shares	Series A-1 Preferred Shares		Series A-2 Preferred Shares		Series B-1 Preferred Shares		Series B-2 Preferred Shares		Series B-3 Preferred Shares		Series C-1 Preferred Shares		Series C-2 Preferred Shares		Series C+ Preferred Shares		Series C++ Preferred Shares		Series C-prime Preferred Shares		Series D Preferred Shares		Series D+ Preferred Shares		Aggregate number of Shares of US\$0.000000025 par value each upon completion of the Global Offering (Note 1)	Aggregate ownership percentage as at the date of this Prospectus (Note 1)	Aggregate number of Shares of US\$0.000000025 par value each upon completion of the Global Offering (Note 2)	Aggregate ownership percentage upon the completion of the Global Offering (Note 2)
		Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred	Shares	Preferred				
Inres Information Technology (Shanghai) Co., Ltd.	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	197,960,000	0.62%	197,960,000	0.59%
Suzhou Industrial Park Oriza ST Venture Fund (Limited Partnership)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	164,020,000	0.52%	164,020,000	0.49%
Shanghai Electric STVC Co., Ltd.	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	141,402,714	0.44%	141,402,714	0.42%
Classic GEM Limited (Note 15)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	141,400,000	0.44%	141,400,000	0.42%
Eternal Easy Limited (Note 15)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	24,420,000	0.08%	24,420,000	0.07%		
Dajia Life Insurance Co., Ltd.	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	141,400,000	0.44%	141,400,000	0.42%
GoodByte Company Limited	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	141,400,000	0.44%	141,400,000	0.42%
Zunyi Hengxin Equity Investment Management Center (Limited Partnership)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	141,400,000	0.44%	141,400,000	0.42%
CDBC Manufacturing Transformation and Upgrading Fund (Limited Partnership)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	113,121,856	0.36%	113,121,856	0.34%
Shanghai Guofang Gouzhu Enterprise Service Center (Limited Partnership) (Note 16)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	40,400,000	0.13%	40,400,000	0.12%
Shanghai Guofang Zouzhen Enterprise Service Center (Limited Partnership) (Note 16)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	20,200,000	0.06%	20,200,000	0.06%
Haitong Innovation Securities Investment Co., Ltd.	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	28,280,000	0.09%	28,280,000	0.08%
SenseLight (Note 12)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	239,150,000	0.75%	239,150,000	0.72%
SensePoint (Note 12)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	283,420,000	0.89%	283,420,000	0.85%
Zuhai Xunjia International Trade Co., Ltd. (Note 17)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	366,380,000	1.15%	366,380,000	1.10%
Zuhai Yingfan International Trade Co., Ltd. (Note 17)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	366,380,000	1.15%	366,380,000	1.10%
EON Capital Group Limited	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	73,270,000	0.23%	73,270,000	0.22%
Delta Ville International Limited	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	58,620,000	0.18%	58,620,000	0.18%
Cinda Sino-Rock Investment Limited	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	36,630,000	0.12%	36,630,000	0.11%
Beijing Hat Guo He Chuang Gong Xiang Equity Investment Fund Management Center (Limited Partnership)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	35,200,000	0.11%	35,200,000	0.11%
SenseSpace (Note 12)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	191,890,000	0.60%	191,890,000	0.58%
SenseBlue (Note 12)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	10,410,000	0.03%	10,410,000	0.03%

HISTORY AND CORPORATE STRUCTURE

Shareholders	Ordinary Shares	Series A-1 Preferred Shares	Series A-2 Preferred Shares	Series B-1 Preferred Shares	Series B-2 Preferred Shares	Series B-3 Preferred Shares	Series C-1 Preferred Shares	Series C-2 Preferred Shares	Series C+ Preferred Shares	Series C++ Preferred Shares	Series C- prime Preferred Shares	Series D Preferred Shares	Series D+ Preferred Shares	Aggregate number of Shares of US\$0.000000025 par value each as at the date of this Prospectus (Note 1)	Aggregate ownership percentage as at the date of this Prospectus (Note 1)	Aggregate number of Shares of US\$0.000000025 par value each upon completion of the Global Offering (Note 2)	Aggregate ownership percentage upon the completion of the Global Offering (Note 2)
Shareholders from the Global Offering	11,717,258,603	475,000,000	55,360,000	300,600,000	2,357,970,000	243,320,000	602,550,000	2,895,440,000	2,761,100,000	2,307,091,397	1,825,210,000	4,524,880,000	1,716,620,000	31,782,400,000	100%	1,500,000,000	4.51%
Total																33,282,400,000	100%

Notes:

- (1) Our Company will adopt a WVR Structure upon completion of the Global Offering, through two classes of Shares, Class A Shares and Class B Shares. Class A Shares entitle the Shareholder to 10 votes per share (save for the Reserved Matters) and Class B Shares entitle the Shareholder to one vote per share. In all other respects the Class A Shares and Class B Shares rank pari passu. Each Preferred Share will automatically convert into one Class B Share upon completion of the Global Offering.
- (2) Assuming (i) the Over-allotment Option is not exercised and (ii) each Ordinary Share held by Amind, XWorld, Infinity Vision and Vision Worldwide is converted into one Class A Share and each Ordinary Share held by Shareholders other than Amind, XWorld, Infinity Vision and Vision Worldwide, and each Preferred Share is converted into one Class B Share immediately upon the completion of the Global Offering.
- (3) Each of IDG China IV Investors L.P. and IDG China Venture Capital Fund L.P. are funds controlled by IDG Ultimate General Partner.
- (4) Each of Vision Sense Limited and ESP Intelligence Limited are ultimately controlled by CDH Investments.
- (5) The voting and investment power of each of Clause S.A. acting for the account of its Compartment 39 and Clause S.A. acting for the account of its Compartment 49 is held by Citadel Mainstay Investments S.à.r.l.
- (6) Each of Silk Road Inv.Ltd. and Splendid Future Investment Ltd. are ultimately controlled by Sailing Capital.
- (7) Each of Cayman Co-Stone AI Equity Investment Fund L.P. and Yangtze Global Growth Fund SPC are funds controlled by CoStone Capital.
- (8) Each of CICC Zhide Two Investment Co., Limited and CICC Pucheng Investment Co., Ltd. is ultimately controlled by China International Capital Corporation Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 3908) and the Shanghai Stock Exchange (Stock Code: 601995).
- (9) The general partner of each of Morningside China TMT Fund IV, L.P. and Morningside China TMT Fund IV Co-Investment L.P. is Morningside China TMT GP IV, L.P., whose general partner is TMT General Partner Ltd..
- (10) Each of Guildford, Smithfield and Qushi Xingde (Tianjin) Investment Center (Limited Partnership) are ultimately controlled by Primavera Capital Group.
- (11) Each of Fidelity China Special Situations plc, Fidelity Funds, Fidelity Investment Funds and Fidelity Institutional Funds are advised or sub-advised by FIL Investment Management (Hong Kong) Limited and its related group of companies collectively known as Fidelity International.
- (12) The general partner of each of SenseSmart, SenseVision, SenseForest, SenseLight, SensePoint, SenseSpace and SenseBlue is SenseFancy. SenseFancy is indirectly wholly-owned by Amind.
- (13) Each of Mirae Asset Naver Asia Growth Investment Pte. Ltd., Mirae Asset Securities (HK) Limited, Mirae Asset Venture Investment Co., Ltd. and Mirae Asset Good Company Investment Fund #19-1 is ultimately controlled by Mirae Asset Securities Co., Ltd., and each of Mirae Asset Capital Co., Ltd. and Mirae Asset Consulting Co., Ltd. is controlled by Hyun Joo Park.
- (14) Each of Shanghai International Group Co., Ltd. and Shanghai State-owned Assets Management Co., Ltd. is ultimately controlled by Shanghai State-owned Assets Supervision and Administration Commission.
- (15) Classic Gem Limited and Eternal Easy Limited are investment holding companies incorporated in the BVI, and indirect wholly-owned subsidiary of VMS Holdings Limited (collectively, "VMS Group"), which are majority-owned and controlled by Ms. Mak Siu Hang Viola.
- (16) Each of Shanghai Guofang Gouzhou Enterprise Service Centre (Limited Partnership) and Shanghai Guofang Zouzhen Enterprise Service Centre (Limited Partnership) are funds controlled by Shanghai Guofang Private Equity Fund Management Co., Ltd. (上海國方私募基金管理有限公司).
- (17) Each of Zhuhai Xunjia International Trade Co., Ltd. and Zhuhai Yingfan International Trade Co., Ltd. is ultimately controlled by Guangdong Daoheing Equity Investment Fund (Limited Partnership).

HISTORY AND CORPORATE STRUCTURE

PUBLIC FLOAT

Upon completion of the Global Offering, the Shares held by certain of our Shareholders who are, or are indirectly controlled by, our core connected persons, will not be counted towards the public float. Details of these Shareholders and their controllers are set out below:

<u>Shareholders (and their controllers) that will not be counted towards the public float</u>	<u>Shareholding % of the issued share capital of the Company immediately upon the completion of the Global Offering on a one share, one vote basis (Note 1)</u>
Amind	20.75%
SenseSmart, SenseVision, SenseForest, SenseLight, SensePoint, SenseSpace and SenseBlue. The general partner of the aforesaid is SenseFancy, which is indirectly wholly-owned by Amind.	5.68%
XWorld	0.86%
Infinity Vision	0.70%
Vision Worldwide	0.31%
SenseTalent (including the Class B Shares held by Dr. Xu Li, Dr. Wang and Mr. Xu Bing through SenseTalent)	11.63%
SVF Sense (Singapore) Pte. Ltd.	14.21%

Note:

- (1) Assuming (i) the Over-allotment Option is not exercised and (ii) each Ordinary Share held by Amind, XWorld, Infinity Vision and Vision Worldwide is converted into one Class A Share and each Ordinary Share held by Shareholders other than Amind, XWorld, Infinity Vision and Vision Worldwide, and each Preferred Share is converted into one Class B Share immediately upon the completion of the Global Offering.

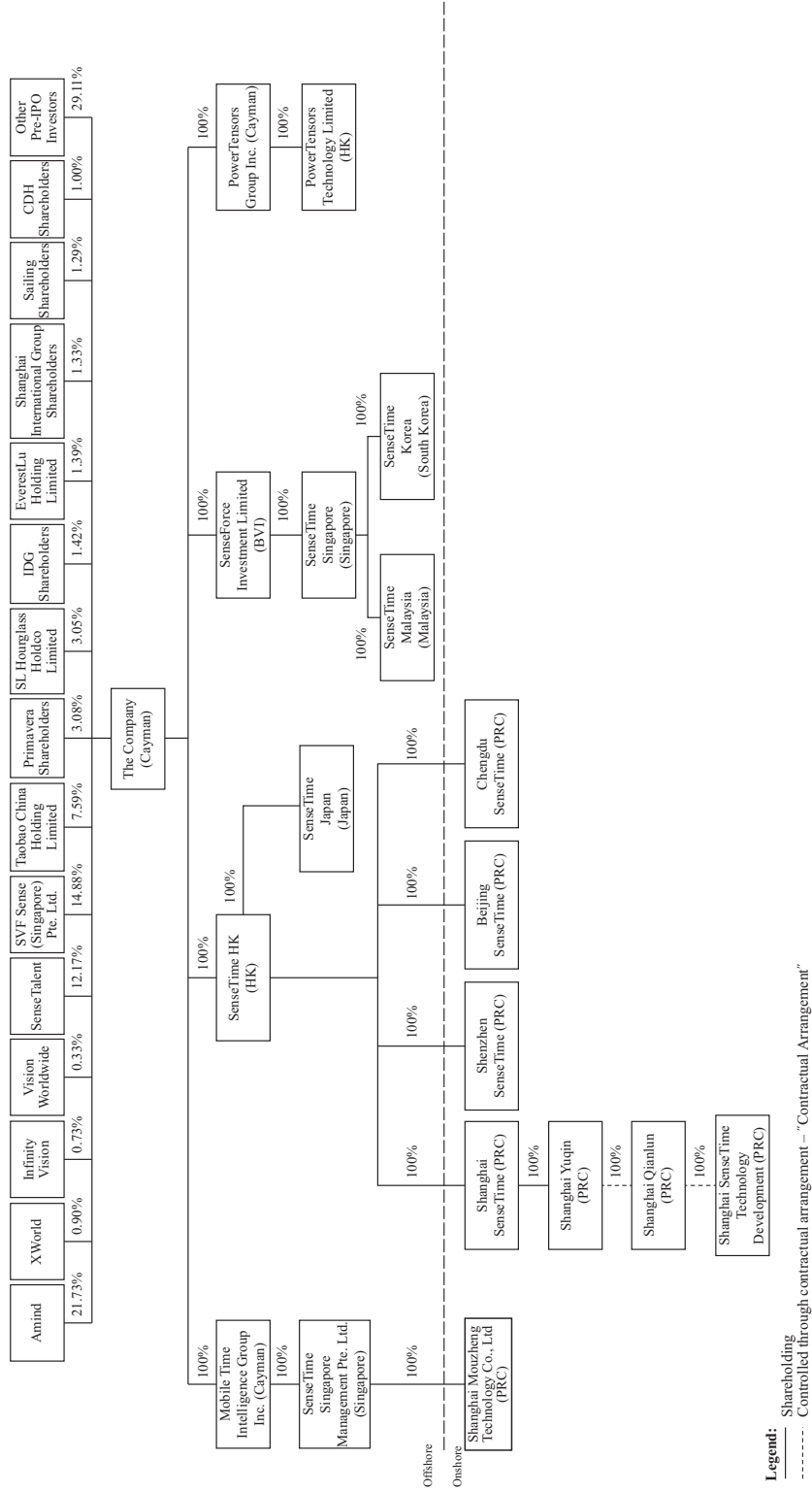
Save as provided above, upon the completion of the Global Offering (assuming (i) the Over-allotment Option is not exercised and (ii) each Ordinary Share held by Amind, XWorld, Infinity Vision and Vision Worldwide is converted into one Class A Share and each Ordinary Share held by Shareholders other than Amind, XWorld, Infinity Vision and Vision Worldwide, and each Preferred Share is converted into one Class B Share immediately upon the completion of the Global Offering), the other Pre-IPO Investors will collectively hold 13,762,040,000 Class B Shares (representing approximately 41.35% of the issued share capital of the Company on a one share, one vote basis).

Save as disclosed above, no other Pre-IPO Investor is a core connected person of the Company (as defined in the Listing Rules). Therefore, the Shares held by the other Pre-IPO Investors will count towards the public float.

CORPORATE STRUCTURE

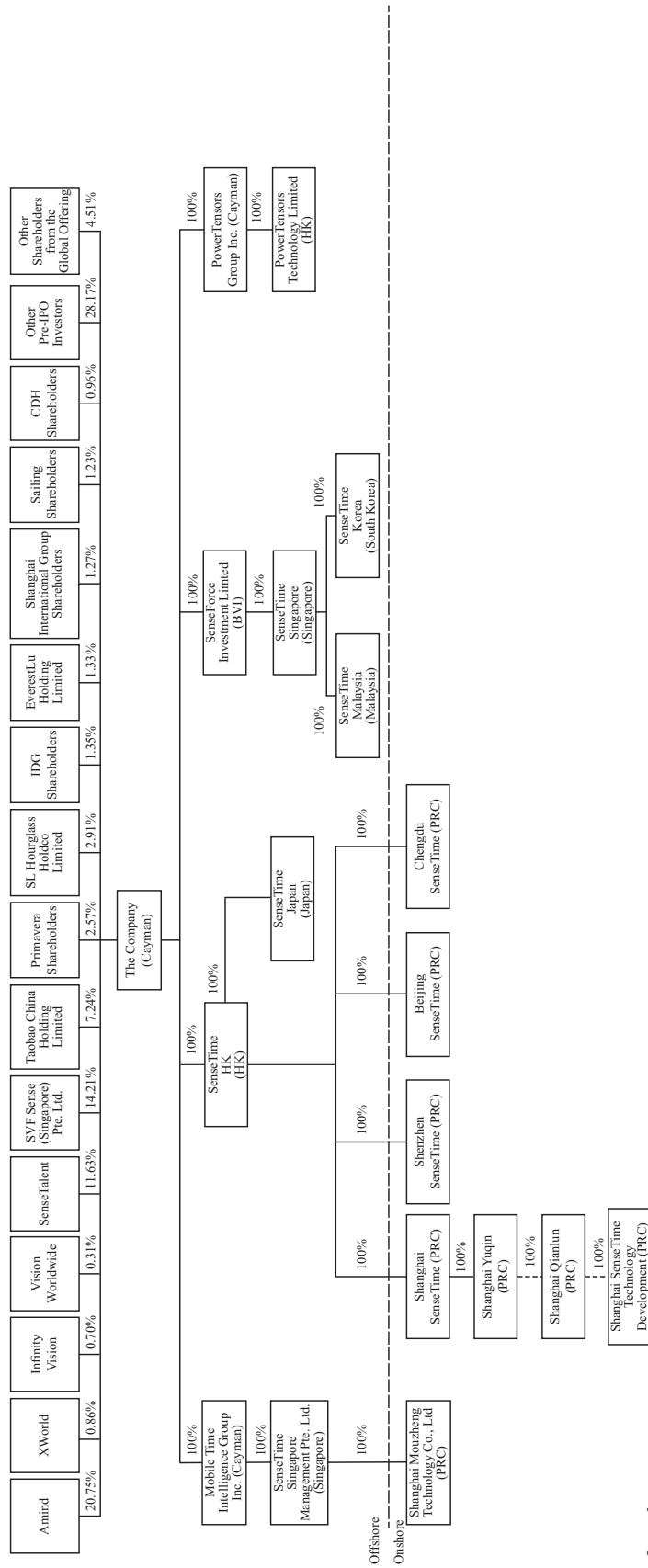
Corporate Structure before the Global Offering

The following diagram illustrates the simplified corporate and shareholding structure of our Company immediately prior to the completion of the Global Offering:



Corporate Structure immediately following the Global Offering

The following diagram illustrates the simplified corporate and shareholding structure of our Company immediately following the completion of the Global Offering (assuming (i) the Over-allotment Option is not exercised and (ii) each Ordinary Share held by Amind, XWorld, Infinity Vision and Vision Worldwide is converted into one Class A Share and each Ordinary Share held by Shareholders other than Amind, XWorld, Infinity Vision and Vision Worldwide, and each Preferred Share is converted into one Class B Share immediately upon the completion of the Global Offering):



Legend: Shareholding
 ----- Controlled through contractual arrangement – “Contractual Arrangement”

HISTORY AND CORPORATE STRUCTURE

Note:

- (1) The Company is controlled through a WVR Structure. Under this structure, the Company's share capital will comprise Class A Shares and Class B Shares. Each Class A Share will entitle the holder thereof to exercise 10 votes, and each Class B Share will entitle the holder thereof to exercise one vote, on any resolution tabled at the Company's general meetings, except for resolutions with respect to a limited number of Reserved Matters, in relation to which each Share is entitled to one vote. For resolutions with respect to matters other than the Reserved Matters, immediately following the Global Offering, the percentage of voting rights that the WVR Beneficiaries, Prof. Tang, Dr. Xu Li, Dr. Wang and Mr. Xu Bing, can exercise through shares beneficially owned by them are 70.22%, 3.39%, 2.60% and 1.28%, respectively. For further details, see "Share Capital — Weighted Voting Rights Structure."

PRC REGULATORY REQUIREMENTS

M&A Rules

According to the Regulations on Merger with and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) (the "M&A Rules") jointly issued by the MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the SAT, the CSRC, SAIC and the SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009, merger and acquisition of domestic enterprises by foreign investors means (1) acquiring the equity of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (2) subscribing the increased capital of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (3) establishing a foreign-invested enterprise through which it purchases the assets of a domestic enterprise and operates these assets; or (4) purchasing the assets of a domestic enterprise, and then investing such assets to establish a foreign-invested enterprise. The M&A Rules, among other things, further purport to require that an offshore special purpose vehicle, formed for purposes of overseas listing of equity interests in PRC companies and controlled directly or indirectly by PRC companies or individuals, shall obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle's securities on an overseas stock exchange.

Our PRC Legal Advisor is of the opinion that, based on its understanding of the current PRC laws and regulations, each of the prior CSRC approval for the Global Offering and MOFCOM approval is not required because (i) Beijing SenseTime, was incorporated as a domestic company in November 2014 and became a wholly foreign owned enterprise since August 2015 in accordance with M&A rules, by SenseTime HK that was not being controlled directly or indirectly by PRC companies or individuals, (ii) our wholly foreign-owned enterprises other than Beijing Sensetime, such as Shanghai Sensetime and Shenzhen Sensetime and its wholly-owned PRC subsidiaries were not established through a merger or acquisition of equity interest or assets of a PRC domestic company owned by PRC companies or individuals as defined under the M&A Rules that are the beneficial owners of our Company, and (iii) no provision in the M&A Rules clearly classifies contractual arrangement as a type of transaction subject to the M&A Rules. However, uncertainties still exist as to how the M&A Rules and other PRC laws and regulations, government policies will be interpreted and implemented or whether the relevant authorities would promulgate further requirements. For further information on the M&A Rules, see "Risk Factors — Risks Relating to Doing Business in China — The M&A Rules and certain other PRC regulations establish complex

HISTORY AND CORPORATE STRUCTURE

procedures for some acquisitions of PRC companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.”

SAFE Registration in the PRC

Pursuant to the Circular 37, promulgated by SAFE and which became effective on July 14, 2014 and replaced the Circular of the SAFE on Foreign Exchange Administration of Equity Financing and Round-Trip Investments by Domestic Residents via Special Purpose Vehicles (《國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》), (i) a PRC resident must register with the local SAFE branch in connection with their contribution of offshore or domestic assets or equity interests in an overseas special purpose vehicle (the “**Overseas SPV**”) that is directly established or indirectly controlled by the PRC resident for the purpose of conducting overseas investment or financing, and (ii) following the initial registration, the PRC resident is also required to register with the local SAFE branch for any major change in respect of the Overseas SPV, including, among other things, a change of Overseas SPV’s PRC resident shareholder(s), the name of the Overseas SPV, terms of operation, or any increase or reduction of the Overseas SPV’s capital, share transfer or swap, and merger or division. Pursuant to Circular 37, failure to comply with these registration procedures may result in penalties. In addition, due to such failure to comply with the registration procedures, the PRC subsidiaries of that Overseas SPV may be prohibited from distributing their profits and dividends to their offshore parent company or from carrying out other subsequent cross-border foreign exchange activities, and the Overseas SPV and its offshore subsidiary may be restricted in their ability to contribute additional capital to their PRC subsidiaries.

Pursuant to the Notice on Further Simplifying and Improving Foreign Exchange Administration Policy on Direct Investment 《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》), promulgated by SAFE and effective on June 1, 2015, the power to accept SAFE registration was delegated from local SAFE to qualified banks.

As advised by our PRC Legal Advisor, as at the Latest Practicable Date, the shareholders who we are aware of being subject to Circular 37 have, in material aspects complied with the requirements as regulated under Circular 37.