

## IMPORTANT

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



### 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)

#### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	1,500,000,000 Class B Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	150,000,000 Class B Shares (subject to reallocation)
Number of International Offer Shares	:	1,350,000,000 Class B Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$3.99 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application, subject to refund)
Nominal value	:	US\$0.000000025 per Share
Stock code	:	0020

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



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



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 "Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection" in Appendix V to this prospectus, 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 as to the contents of this prospectus or any other document referred to above.

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 Friday, December 10, 2021 (Hong Kong time) and, in any event, not later than Thursday, December 16, 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 Thursday, December 16, 2021 (Hong Kong time) between the Joint Representatives (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

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 "Risk Factors" in this prospectus. The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Representatives (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" of this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may be offered and sold only (a) in the United States to "Qualified Institutional Buyers" in reliance on Rule 144A under the U.S. Securities Act or another exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act and (b) outside the United States in an offshore transaction in accordance with Regulation S under the U.S. Securities Act.

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, see "Risk Factors — Risks relating to our WVR Structure." 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 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 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 prospectus, you may download and print from the website addresses above.

December 7, 2021

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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 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.

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);
- (2) apply through the **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 Center at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

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 8558 on the following dates:

Tuesday, December 7, 2021 — 9:00 a.m. to 9:00 p.m.  
Wednesday, December 8, 2021 — 9:00 a.m. to 9:00 p.m.  
Thursday, December 9, 2021 — 9:00 a.m. to 9:00 p.m.  
Friday, December 10, 2021 — 9:00 a.m. to 12:00 noon

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 document 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.

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

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

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Your application 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.