## **CONTENTS**

This prospectus is issued by our Company solely in connection with the Hong Kong Public Offering and the Hong Kong Offer Shares and does not constitute an offer to sell or a solicitation of an offer to subscribe for or buy any security other than the Hong Kong Offer Shares. This prospectus may not be used for the purpose of, and does not constitute, an offer to sell or a solicitation of an offer to subscribe for or buy any security in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this prospectus and the GREEN Application Form to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not included in this prospectus must not be relied on by you as having been authorized by us, the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of our or their respective directors, officers, employees, agents or representatives of any of them, or any other person or party involved in the Global Offering. Information contained on our website, located at www.sensetime.com, does not form part of this prospectus.

	Page
Expected Timetable	i
Contents	iv
Summary	1
Definitions	32
Glossary of Technical Terms	47
Forward-Looking Statements	55
Risk Factors	57
Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance	115
Information about this Prospectus and the Global Offering	135
Directors and Parties Involved in the Global Offering	139
Corporate Information	145
Industry Overview	148

## CONTENTS

	Page
Regulatory Overview	162
History and Corporate Structure	199
Business	219
Contractual Arrangement	336
Connected Transactions	354
Directors and Senior Management	367
Relationship with Our Controlling Shareholders	384
Substantial Shareholders	389
Share Capital	393
Cornerstone Investors	402
Financial Information	411
Future Plans and Use of Proceeds	465
Underwriting	469
Structure of the Global Offering	483
How to Apply for Hong Kong Offer Shares	495
Appendix I — Accountant's Report	I-1
Appendix II — Unaudited Pro Forma Financial Information	II-1
Appendix III — Summary of the Constitution of the Company and the Cayman Islands Companies  Laws	III-1
Appendix IV — Statutory and General Information	IV-1
Appendix V — Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection	V-1