

IMPORTANT

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

LALATECH

LALATECH HOLDINGS LIMITED

拉拉科技控股有限公司

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

[REDACTED]

Number of [REDACTED] under : [REDACTED] (subject to the [REDACTED])
the [REDACTED]
Number of [REDACTED] : [REDACTED] (subject to reallocation)
Number of [REDACTED] : [REDACTED] (subject to reallocation and the
[REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per [REDACTED] plus
brokerage of 1.0%, 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,
subject to refund)
Nominal value : US\$[REDACTED] per Share
[REDACTED] : [REDACTED]

Joint Sponsors, Overall Coordinators, [REDACTED]

Goldman
Sachs

高成
盈

BofA SECURITIES



J.P.Morgan

Overall Coordinator, [REDACTED]

ICBC 工银国际

Financial Adviser, Overall Coordinator, [REDACTED]

CMBI 招銀国际

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A copy of this Document, having attached thereto the documents specified in “Documents Delivered to the Registrar of Companies and Available on Display” in Appendix V, 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 [REDACTED] is expected to be determined by agreement between the Overall Coordinators (for themselves and on behalf of the [REDACTED]) and our Company on the [REDACTED]. The [REDACTED] is expected to be on or before [REDACTED] and, in any event, not later than 12:00 noon on [REDACTED].

The [REDACTED] will be not more than HK\$[REDACTED] and is currently expected to be not less than HK\$[REDACTED] unless otherwise announced. If, for any reason, the [REDACTED] is not agreed by 12:00 noon on [REDACTED] between the Overall Coordinators (for themselves and on behalf of the [REDACTED]) and our Company, the [REDACTED] will not proceed and will lapse.

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

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 “Risk Factors”.

The [REDACTED] 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 not be [REDACTED], sold, pledged, or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and sold (i) solely to QIBs as defined in Rule 144A pursuant to an exemption from registration under the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S.

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 Beneficiary, 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 Related to the WVR Structure”. Prospective [REDACTED] should make the decision to [REDACTED] in the Company only after due and careful consideration.

[REDACTED]

[REDACTED]

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[REDACTED]

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[REDACTED]