
DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this Prospectus.

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Amind”	Amind Inc., an exempted company incorporated under the laws of the Cayman Islands with limited liability, which is wholly-owned by Prof. Tang
“Articles” or “Articles of Association”	the twenty-first amended and restated articles of association of our Company, conditionally adopted on December 3, 2021 with effect from the Listing Date, and as amended from time to time, a summary of which is set out in Appendix III to this Prospectus
“Beijing SenseTime”	Beijing SenseTime Technology Development Co., Ltd. (北京市商湯科技開發有限公司), a company incorporated under the laws of the PRC with limited liability on November 14, 2014, our indirect wholly-owned subsidiary
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Days”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China (中國國家互聯網信息辦公室)
“Cayman Companies Act”	the Companies Act (2021 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

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“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“Chengdu SenseTime”	Chengdu SenseTime Technology Co., Ltd. (成都商湯科技有限公司), a company incorporated under the laws of the PRC with limited liability on June 13, 2018, our indirect wholly-owned subsidiary
“China”, “Mainland China” or “PRC”	the People’s Republic of China for the purpose of this Prospectus and for geographical reference only, except where the context requires, references in this Prospectus to “China”, “Mainland China” and the “PRC” do not apply to Hong Kong SAR, Macau Special Administrative Region and Taiwan Region
“Class A Share(s)”	class A ordinary shares of the share capital of the Company with a par value of US\$0.000000025 each, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled to 10 votes per share on any resolution tabled at the Company’s general meeting, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
“Class B Share(s)”	class B ordinary shares of the share capital of the Company with a par value of US\$0.000000025 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company’s general meeting
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company,” “our Company,” “the Company,” “we” or “us”	SenseTime Group Inc. (商汤集团股份有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on October 15, 2014
“Consolidated Affiliated Entities”	collectively, Shanghai Qianlun and Shanghai SenseTime Technology Development, the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangement
“Contractual Arrangement”	the series of contractual arrangement entered into by, among others, the VIE WFOE and the Consolidated Affiliated Entities respectively, see “Contractual Arrangement” in this Prospectus
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Prof. Tang and Amind, see “Relationship with Our Controlling Shareholders” in this Prospectus
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Wang”	Dr. Wang Xiaogang, our co-founder, executive Director, chief scientist and a WVR Beneficiary
“Dr. Xu Li”	Dr. Xu Li, our co-founder, executive Chairman of our Board, executive Director, chief executive officer and a WVR Beneficiary
“Extreme Condition(s)”	extreme condition(s) including but not limited to serious disruption of public transport services, extensive flooding, major landslides and large-scale power outage caused by a super typhoon according to the revised “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department of the government of Hong Kong in June 2019, as announced by the government of Hong Kong
“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan International Limited, an Independent Third Party and a market research firm engaged by the Company to prepare an industry report, the details of which are set out in the section headed “Industry Overview” in this Prospectus

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“Frost & Sullivan Report”	an industry report dated December 7, 2021 commissioned by us and issued by Frost & Sullivan containing an analysis of the computer vision software market in the PRC and other relevant economic data, as referred to in the section headed “Industry Overview” in this Prospectus
“Global Offering”	the Hong Kong Public Offering and the International Offering
“ GREEN Application Form”	the application form(s) to be completed by the White Form eIPO Service Provider
“Group”, “our Group” or “the Group”	the Company and our subsidiaries and Consolidated Affiliated Entities from time to time
“HK\$” or “HK dollars”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees Limited”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK” or “Hong Kong SAR”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 150,000,000 Class B Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares to the public in Hong Kong for subscription at the Offer Price, on and subject to the terms and conditions set out in this Prospectus and the GREEN Application Form, see “Structure of the Global Offering”
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters listed in “Underwriting — Hong Kong Underwriters”, being the underwriters of the Hong Kong Public Offering

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“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 6, 2021 relating to the Hong Kong Public Offering entered into among our Company, the Joint Representatives, the Joint Sponsors and the Hong Kong Underwriters, see “Underwriting”
“IFRS”	the International Financial Reporting Standards
“Independent Third Party(ies)”	individual(s) or company(ies) who or which, to the best of our Director’s knowledge having made all due and careful enquiries, is/are independent from and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“Infinity Vision”	Infinity Vision Enterprise Inc., a business company incorporated under the laws of BVI with limited liability, which is wholly-owned by Dr. Wang
“International Offer Shares”	the 1,350,000,000 Class B Shares (subject to reallocation and the Over-allotment Option) initially being offered by our Company for subscription pursuant to the International Offering
“International Offering”	the offering of the International Offer Shares at the Offer Price outside the United States in accordance with Regulation S, and in the United States only to QIBs in reliance on Rule 144A or another available exemption from registration requirement of the US Securities Act, see “Structure of the Global Offering”
“International Underwriters”	the group of international underwriters expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by, among others, our Company, the Joint Representatives and the International Underwriters on or about Friday, December 10, 2021
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering” of this Prospectus

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“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering” of this Prospectus
“Joint Lead Managers”	the joint lead managers as named in the section headed “Directors and Parties Involved in the Global Offering” of this Prospectus
“Joint Representatives”	the joint representatives as named in the section headed “Directors and Parties Involved in the Global Offering” of this Prospectus
“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited and HSBC Corporate Finance (Hong Kong) Limited
“JPY”	Japanese Yen, the lawful currency for the time being of Japan
“Latest Practicable Date”	November 29, 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
“Listing”	listing of our Class B Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Friday, December 17, 2021, on which dealings in our Class B Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“M&A Rules”	the Rules on the Merger and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange

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“Memorandum” or “Memorandum of Association”	the twenty-first amended and restated memorandum of association of our Company, conditionally adopted on December 3, 2021 with effect from the Listing Date, and as amended from time to time, a summary of which is set out in Appendix III to this Prospectus
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“MPS”	Ministry of Public Security of the PRC (中華人民共和國公安部)
“Mr. Xu Bing”	Mr. Xu Bing, our co-founder, executive Director, Board secretary and a WVR Beneficiary
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Negative List”	the Special Administrative Measures (Negative List) for Foreign Investment Access (2020 Version) (《外商投資准入特別管理措施(負面清單)(2020年版)》)
“NMPA”	National Medical Products Administration (國家藥品監督管理局) of the PRC, formerly known as China’s Food and Drug Administration (“CFDA”) (國家食品藥品監督管理總局) or State Food and Drug Administration (“SFDA”) (國家食品藥品監督管理局) or China’s Drug Administration (“CDA”) (國家藥品監督管理局); references to NMPA include CFDA, SFDA and CDA
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) of not more than HK\$3.99 and expected to be not less than HK\$3.85
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Class B Shares to be issued pursuant to the exercise of the Over-allotment Option
“Ordinary Share(s)”	the ordinary share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 11,717,258,603 shares are in issue as at the Latest Practicable Date

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“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 225,000,000 additional Class B Shares at the Offer Price to, among other things, cover over-allocations in the International Offering, if any, See “Structure of the Global Offering”
“PBOC”	People’s Bank of China (中國人民銀行)
“PRC government”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisor”	King & Wood Mallesons, acting as legal counsel as to PRC laws to our Company
“Preferred Share(s)”	the Series A-1 Preferred Share(s), Series A-2 Preferred Share(s), Series B-1 Preferred Share(s), Series B-2 Preferred Share(s), Series B-3 Preferred Share(s), Series C-1 Preferred Share(s), Series C-2 Preferred Share(s), Series C+ Preferred Share(s), Series C++ Preferred Share(s), Series C-prime Preferred Share(s), Series D Preferred Share(s) and Series D+ Preferred Share(s)
“Pre-IPO ESOP”	the pre-IPO employee incentive scheme adopted by the Company dated November 1, 2016 as amended from time to time, the principal terms of which are set out in “Statutory and General Information — D. Share Incentive Schemes — 2. Pre-IPO ESOP” in Appendix IV to this Prospectus
“Pre-IPO Investments”	the investments made by the Pre-IPO Investors, the principal terms of which are summarized in “History and Corporate Structure — Pre-IPO Investments” in this Prospectus
“Pre-IPO Investor(s)”	holders of Ordinary Shares and holders of Preferred Shares as at the Latest Practicable Date, other than Amind, XWorld, Infinity Vision, Vision Worldwide and SenseTalent, as set out in “History and Corporate Structure — Capitalization of Our Company” in this Prospectus

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“Pre-IPO RSU Plan”	the pre-IPO RSU plan adopted by the Company dated November 1, 2016 as amended from time to time, the principal terms of which are set out in “Statutory and General Information — D. Share Incentive Schemes — 1. Pre-IPO RSU Plan” in Appendix IV to this Prospectus
“Pre-IPO Shareholders’ Agreement”	the nineteenth amended and restated shareholders’ agreement entered into between, amongst others, the Company, certain Group companies, Prof. Tang, Amind, XWorld, Infinity Vision, Vision Worldwide, SenseTalent and the Pre-IPO Investors dated June 23, 2021
“Prof. Tang”	Professor Tang Xiao’ou, our founder, executive Director and a WVR Beneficiary
“Prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“QIB” or “Qualified Institutional Buyer”	a qualified institutional buyer as defined in Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of our Company pursuant to the Articles of Association, being: (i) any amendment to the Memorandum of Association or Articles of Association; (ii) the variation of rights attached to any class of shares; (iii) the appointment, election or removal of any independent non-executive Director; (iv) the appointment, election or removal of our Company’s auditor; and (v) the voluntary liquidation or winding-up of our Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	State Administration for Market Regulation of the PRC (國家市場監督管理總局) (formerly known as the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局) (the “SAIC”))

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“SenseBlue”	SenseBlue Management L.P., an exempted limited partnership established under the laws of the Cayman Islands, whose general partner is SenseFancy
“SenseFancy”	SenseFancy Investment Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability, which is indirectly wholly-owned by Amind
“SenseForest”	SenseForest Management L.P., an exempted limited partnership established under the laws of the Cayman Islands, whose general partner is SenseFancy
“SenseLight”	SenseLight Management L.P., an exempted limited partnership established under the laws of the Cayman Islands, whose general partner is SenseFancy
“SensePoint”	SensePoint Management L.P., an exempted limited partnership established under the laws of the Cayman Islands, whose general partner is SenseFancy
“SenseSmart”	SenseSmart Management L.P., an exempted limited partnership established under the laws of the Cayman Islands, whose general partner is SenseFancy
“SenseSpace”	SenseSpace Management L.P., an exempted limited partnership established under the laws of the Cayman Islands, whose general partner is SenseFancy
“SenseTalent”	SenseTalent Management Limited, a business company incorporated under the laws of BVI with limited liability holding our ordinary Shares pursuant to the Pre-IPO ESOP and the Pre-IPO RSU Plan
“SenseTime HK”	SenseTime Group Limited 商湯集團有限公司, a company incorporated under the laws of Hong Kong with limited liability on October 30, 2014, our direct wholly-owned subsidiary
“SenseTime Japan”	Kabushiki Kaisha SenseTime Japan, a company incorporated under the laws of Japan with limited liability on January 13, 2016, our indirect wholly-owned subsidiary

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“SenseTime Korea”	SenseTime Korea Technology Ltd., a company incorporated under the laws of the Republic of Korea with limited liability on April 29, 2021, our indirect wholly-owned subsidiary
“SenseTime Malaysia”	SenseTime Technology Malaysia Sdn. Bhd., a company incorporated under the laws of Malaysia with limited liability on December 17, 2019, our indirect wholly-owned subsidiary
“SenseTime Singapore”	SenseTime International Pte. Ltd., a company incorporated under the laws of Singapore with limited liability on January 17, 2018, our indirect wholly-owned subsidiary
“SenseVision”	SenseVision Management L.P., an exempted limited partnership established under the laws of the Cayman Islands, whose general partner is SenseFancy
“Series A-1 Preferred Share(s)”	the series A-1 preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 475,000,000 shares are in issue as at the Latest Practicable Date
“Series A-2 Preferred Share(s)”	the series A-2 preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 55,360,000 shares are in issue as at the Latest Practicable Date
“Series B-1 Preferred Share(s)”	the series B-1 preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 300,600,000 shares are in issue as at the Latest Practicable Date
“Series B-2 Preferred Share(s)”	the series B-2 preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 2,357,970,000 shares are in issue as at the Latest Practicable Date
“Series B-3 Preferred Share(s)”	the series B-3 preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 243,320,000 shares are in issue as at the Latest Practicable Date
“Series C+ Preferred Share(s)”	the series C+ preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 2,761,100,000 shares are in issue as at the Latest Practicable Date

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“Series C++ Preferred Share(s)”	the series C++ preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 2,307,091,397 shares are in issue as at the Latest Practicable Date
“Series C-1 Preferred Share(s)”	the series C-1 preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 602,550,000 shares are in issue as at the Latest Practicable Date
“Series C-2 Preferred Share(s)”	the series C-2 preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 2,895,440,000 shares are in issue as at the Latest Practicable Date
“Series C-prime Preferred Share(s)”	the series C-prime preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 1,825,210,000 shares are in issue as at the Latest Practicable Date
“Series D Preferred Share(s)”	the series D preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 4,524,880,000 shares are in issue as at the Latest Practicable Date
“Series D+ Preferred Share(s)”	the series D+ preferred share(s) of par value US\$0.000000025 per share in the authorized share capital of our Company, of which 1,716,620,000 shares are in issue as at the Latest Practicable Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Qianlun”	Shanghai Qianlun Technology Co., Ltd. (上海阡倫科技有限公司), a company incorporated under the laws of the PRC with limited liability on September 17, 2020, our Consolidated Affiliated Entity
“Shanghai SenseTime”	Shanghai SenseTime Intelligent Technology Co., Ltd. (上海商湯智能科技有限公司), a company incorporated under the laws of the PRC with limited liability on December 15, 2017, our indirect wholly-owned subsidiary

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“Shanghai SenseTime Technology Development”	Shanghai SenseTime Technology Development Co., Ltd. (上海商湯科技開發有限公司), a company incorporated under the laws of the PRC with limited liability on January 16, 2020, our Consolidated Affiliated Entity
“Shanghai Yuqin”	Shanghai Yuqin Information Technology Co., Ltd. (上海煜琴信息科技有限公司), a company incorporated under the laws of the PRC with limited liability on March 20, 2019, our indirect wholly-owned subsidiary
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	the Class A Shares and the Class B Shares in the share capital of our Company, as the context so requires
“Shenzhen SenseTime”	Shenzhen SenseTime Technology Co., Ltd. (深圳市商湯科技有限公司), a company incorporated under the laws of the PRC with limited liability on May 15, 2015, our indirect wholly-owned subsidiary
“Stabilizing Manager”	China International Capital Corporation Hong Kong Securities Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or around December 10, 2021 between SenseTalent and the Stabilizing Manager (or its affiliates) pursuant to which the Stabilizing Manager may borrow up to 225,000,000 Class B Shares from SenseTalent to facilitate the settlement of over-allocations in the International Offering
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Track Record Period”	the period comprising the three financial years ended December 31, 2018, 2019 and 2020, and the six months ended June 30, 2021
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Securities Act”	United States Securities Act of 1933, as amended
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“VIE WFOE”	Shanghai Yuqin
“Vision Worldwide”	Vision Worldwide Enterprise Inc., a business company incorporated under the laws of BVI with limited liability which is wholly-owned by Mr. Xu Bing
“ White Form eIPO ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“ White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“WVR” or “weighted voting right”	has the meaning ascribed to it in the Listing Rules
“WVR Beneficiaries”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Prof. Tang, Dr. Xu Li, Dr. Wang and Mr. Xu Bing, being the holders of the Class A Shares, entitling each to weighted voting rights, see “Share Capital” in this Prospectus
“WVR Structure”	has the meaning ascribed to it in the Listing Rules
“XWorld”	XWORLD Enterprise Inc., a business company incorporated under the laws of BVI with limited liability which is wholly-owned by Dr. Xu Li
“%”	per cent.

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In this Prospectus, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this Prospectus have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this Prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.