

IMPORTANT

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



iMotion Automotive Technology (Suzhou) Co., Ltd. 知行汽車科技(蘇州)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

[REDACTED]

Number of [REDACTED] under the [REDACTED] : [REDACTED] H Shares (subject to the [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED] and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars, subject to refund)

Nominal Value : RMB1.00 per Share

[REDACTED] : [REDACTED]

Joint Sponsors, [REDACTED]



(in no particular order)

[REDACTED]



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A copy of this document, having attached thereto the documents specified in “Appendix VII — Documents Delivered to the Registrar of Companies and Available on Display” to this document, 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 fixed by agreement between the [REDACTED] (on behalf of the [REDACTED]) and us on the [REDACTED]. The [REDACTED] is expected to be on or about [REDACTED] and, in any event, not later than [REDACTED]. The [REDACTED] will be not more than HK\$[REDACTED] per H Share and is currently expected to be not less than HK\$[REDACTED] per H Share. Applicants for [REDACTED] are required to pay, on application, the maximum [REDACTED] of HK\$[REDACTED] for each [REDACTED] together with brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the [REDACTED] should be lower than HK\$[REDACTED]. If, for any reason, the [REDACTED] (on behalf of the [REDACTED]) and us are unable to reach an agreement on the [REDACTED] by [REDACTED], the [REDACTED] will not proceed and will lapse.

The [REDACTED], for themselves and on behalf of the [REDACTED], may, with the consent of our Company, reduce the number of [REDACTED] and/or the [REDACTED] below that stated in this document (being HK\$[REDACTED] per H Share) at any time on or prior to the morning of the last date for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] and/or the [REDACTED] will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.imotion.ai as soon as practicable following the decision to make such reduction, but in any event not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. For further information, see “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” in this document.

We are incorporated, and a majority part of our businesses are located, in the PRC. [REDACTED] should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investment in PRC-incorporated businesses. [REDACTED] should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of the H Shares. Such differences and risk factors are set out in “Risk Factors,” “Appendix IV — Summary of Principal Legal and Regulatory Provisions” and “Appendix V — Summary of Articles of Association.”

The obligations of the [REDACTED] under the [REDACTED] to [REDACTED] for, and to procure applicants for the subscription for, the [REDACTED], are subject to termination by the [REDACTED] (for themselves and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the day that [REDACTED] in the [REDACTED] commences on the Hong Kong Stock Exchange. Such grounds are set out in the section headed “[REDACTED] — [REDACTED] Arrangements and Expenses — [REDACTED] — Grounds for Termination” in this document.

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, 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 reliance on Regulation S under the U.S. Securities Act.

[REDACTED]

[REDACTED]

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