# IMPORTANT

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

# Orbbec Inc.
# 奧比中光科技集團股份有限公司

*(A joint stock company controlled through weighted voting rights and incorporated in the People's Republic of China with limited liability)*

**[REDACTED]**

| | | |
|---|---|---|
| **Number of [REDACTED] in 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])** |
| **[REDACTED]** | **:** | **HK$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)** |
| **Nominal Value** | **:** | **RMB1.00 per H Share** |
| **[REDACTED]** | **:** | **[REDACTED]** |

***Joint Sponsors,* [REDACTED]**

*(in alphabetical order)*

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A copy of this document, having attached thereto the documents specified in "Appendix V — 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 of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this document or any other document referred to above.

The **[REDACTED]** is expected to be fixed by agreement between the **[REDACTED]** (for themselves and on behalf of the **[REDACTED]**) and us on the **[REDACTED]**. The **[REDACTED]** is expected to be on or before **[REDACTED]** and, in any event, not later than **[REDACTED]**. The **[REDACTED]** will be no more than HK$**[REDACTED]** per **[REDACTED]** and is currently expected to be not less than HK$**[REDACTED]** per **[REDACTED]**. Applicants for **[REDACTED]** may be required to pay, on application (depending on application channels), the maximum **[REDACTED]** of HK$**[REDACTED]** for each **[REDACTED]**, together with brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%, subject to refund if the **[REDACTED]** as finally determined is less than HK$**[REDACTED]**. If, for any reason, the **[REDACTED]** (for themselves and on behalf of the **[REDACTED]**) and us are unable to reach an agreement on the **[REDACTED]** by 12:00 noon on **[REDACTED]**, the **[REDACTED]** will not proceed and will lapse.

The **[REDACTED]** (for themselves and on behalf of the **[REDACTED]**) may, where considered appropriate and with our consent, reduce the number of **[REDACTED]** being **[REDACTED]** under the **[REDACTED]** and/or the **[REDACTED]** range below that stated in this document at any time on or prior to the morning of the last day for lodging **[REDACTED]** under the **[REDACTED]**. In such a case, notices of the reduction in the number of **[REDACTED]** and/or the **[REDACTED]** range, the cancellation of the **[REDACTED]** and the relaunch of the **[REDACTED]** at the revised number of **[REDACTED]** and/or **[REDACTED]** range will be published on the websites of the Stock Exchange at **www.hkexnews.hk** and our Company at **www.orbbec.com.cn** as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the **[REDACTED]**. Our Company will also issue a supplemental or new **[REDACTED]**, giving **[REDACTED]** at least three business days to consider the new information. For further details, see "Structure of the **[REDACTED]**" and "How to Apply for **[REDACTED]**" in this document.

Prior to making an **[REDACTED]** decision, prospective **[REDACTED]** should carefully consider all of the information set out in this document, including but not limited to the risk factors set out in the section headed "Risk Factors" in this document.

**The obligations of the [REDACTED] under the [REDACTED] to [REDACTED] for, and to procure [REDACTED] for the [REDACTED] for, the [REDACTED], are subject to termination by the [REDACTED] and the [REDACTED] (for themselves and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. [REDACTED]. For details, see "[REDACTED] — [REDACTED] Arrangements and Expenses — [REDACTED] — Grounds for Termination."**

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, except in transactions exempt from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The **[REDACTED]** are being **[REDACTED]** and sold (i) in the United States solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to Rule 144A or another available exemption from registration requirements 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. No **[REDACTED]** of the **[REDACTED]** will be made in the United States.

**The Company is controlled through weighted voting rights. 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 our Shareholders' resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with the WVR structure, see "Risk Factors — Risks Relating to Our Business and Industry." Prospective [REDACTED] should make the decision to [REDACTED] in the Company only after due and careful consideration.**

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[**REDACTED**]

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[**REDACTED**]