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The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. No action has been or will be taken in any jurisdiction by any of Gotion High-tech Co., Ltd. (the "Company"), and China International Capital Corporation (UK) Limited and Haitong International Securities Company Limited (the "Joint Global Coordinators"), and China International Capital Corporation Hong Kong Securities Limited, Huatai Financial Holdings (Hong Kong) Limited, CLSA Limited and ABCI Securities Company Limited (together with the Joint Global Coordinators, the "Joint Bookrunners") (or, where applicable in any jurisdiction that requires the offering to be made by a licensed broker or dealer, by such affiliates as are licensed in that jurisdiction for such purpose) that would or is intended to, permit a public offering of the securities, or possession or distribution of the attached Document (in preliminary, proof or final form) or any other offering or publicity material relating to the securities, in any country or jurisdiction where action for that purpose is required. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Joint Bookrunners or any affiliate of the Joint Bookrunners is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Joint Bookrunners or such affiliate on behalf of the Company in such jurisdiction.

In Switzerland, Offer GDRs will be offered solely to professional clients within the meaning of article 4 para 3 of Swiss Financial Services Act, as amended ("FinSA"). The Offer GDRs may not be publicly offered, directly or indirectly, in Switzerland within the meaning of FinSA. Each purchaser of the GDRs in Switzerland will be deemed to have represented and agreed that it qualifies as a "professional client" within the meaning of FinSA.

The attached Document is only addressed to and directed at persons in member states of the European Economic Area (the "EEA") who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (EU) 2017/1129 (the "Prospectus Regulation") ("Qualified Investors"). In addition, in the United Kingdom, the attached Document is being distributed only to, and is directed only at, persons who are "qualified investors" within the meaning of Article 2 of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018 and who: (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (ii) are high-net-worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) are otherwise persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). The attached Document is directed only at relevant persons in the United Kingdom and Qualified Investors in any member state of the EEA and must not be acted on or relied on: (i) in the United Kingdom, by persons who are not relevant persons; and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which the attached Document relates is available only to: (i) in the United Kingdom, relevant persons; and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons.



# Gotion High-tech Co., Ltd.

*(a joint stock company established under the laws of the People's Republic of China with limited liability)*

## Supplement dated July 26, 2022 to the Prospectus dated July 25, 2022

### Offering of up to 33,294,157 Global Depository Receipts and up to an additional 16,647,078 Global Depository Receipts pursuant to an Upsize Option representing A Shares within an Offer Price between US\$30.00 and US\$30.28 per Global Depository Receipt

This document is a supplement (the "**Supplement**") to the price range prospectus dated July 25, 2022 (the "**Prospectus**") of Gotion High-tech Co., Ltd. (the "**Company**"). All definitions used in this Supplement and not otherwise defined herein have the meaning ascribed to them in the Prospectus.

The Prospectus is prepared in accordance with FinSA and its implementing ordinance for the purposes of offering the GDRs and listing the GDRs on SIX Swiss Exchange in accordance with the Standard for Depository Receipts and was approved on July 25, 2022 by the Review Body. It relates to the Offering, which consists of: (i) placements in Switzerland solely to professional clients within the meaning of article 4 para 3 of FinSA; and (ii) private placements in certain jurisdictions outside of Switzerland and the United States in accordance with applicable securities laws and on the basis of various exemptions, including those provided by the Prospectus Regulation and/or the UK Prospectus Regulation. All offers and sales outside the United States will be made in compliance with Regulation S. It also relates to the listing of Offer GDRs on SIX Swiss Exchange in accordance with the Standard for Depository Receipts.

<b>GDRs sold</b> .....	22,833,400
<b>Final Offer Price</b> .....	US\$30.00 per GDR
<b>Gross proceeds</b> .....	The gross proceeds from the Offering receivable by the Company are approximately US\$685 million.
<b>Net proceeds</b> .....	The Company is expected to obtain net proceeds in the amount of approximately US\$671.6 million, after deducting the total fees (including underwriting commissions, assuming the discretionary fee is paid in full), costs and expenses payable by it in connection with the Offering (inclusive of VAT).
<b>Number of A-Shares following the Offering</b> .....	1,778,874,835
<b>Total number of GDRs listed</b> .....	49,941,235 (Comprising the 22,833,400 GDRs sold in the Offering and additional GDRs that may be issued from time to time against the deposit of A Shares with the Depository (to the extent permitted by applicable laws, regulations and regulatory approvals))
<b>Listing and First Day of Trading</b> ...	July 28, 2022
<b>Payment, Delivery and Settlement.</b>	Payment for the GDRs is expected to be made in US dollars in same-day funds through the facilities of Euroclear and Clearstream on or around July 28, 2022.

The Prospectus is completed by this Supplement in accordance with the Listing Rules. The Supplement is an integral part of the Prospectus and the Prospectus and this Supplement jointly constitute the final prospectus. This Supplement must be read in conjunction with the Prospectus, including without

limitation, the risk factors described in "*Risk Factors*" and "*Selling and Transfer Restrictions*" of the Prospectus. The GDRs have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirement of the Securities Act. This Supplement constitutes neither an offer to sell nor a solicitation to buy securities of the Company. The Offer Period ended on July 25, 2022 at 18:00 CEST.

***Joint Global Coordinators and Joint Bookrunners***

*(in alphabetical order)*

**CICC**

**Haitong  
International**

***Joint Bookrunners***

**Huatai  
International**

**CLSA**

**ABCI**

The date of this Supplement is July 26, 2022.

## IMPORTANT INFORMATION ABOUT THE OFFERING

The Company, with its registered office at No. 566 Huayuan Boulevard, Baohe District, Hefei, Anhui province, the PRC, assumes responsibility for the completeness and accuracy of the information in the Prospectus and any supplement. The Company confirms that, to the best of its knowledge, the information contained in the Prospectus (including this Supplement) is correct and that no material facts or circumstances have been omitted.

The Prospectus (including this Supplement) has been prepared in accordance with FinSA and its implementing ordinance for the purposes of offering the GDRs and listing the GDRs on SIX Swiss Exchange in accordance with the Standard for Depository Receipts.

The information contained in the Prospectus (including this Supplement) is accurate only as of the date of the Prospectus (including this Supplement), and any delivery of the Prospectus (including this Supplement) or any sale of GDRs at any time subsequent does not imply that the information in the Prospectus (including this Supplement) continues to be correct at such subsequent time. In making investment decisions, investors must rely upon their own examination of the Company and on the terms of the Offering made hereby, including the risk factors referred to in the Prospectus (including this Supplement), and any amendments or supplements made to the Prospectus (including this Supplement) by the Company. Subject to certain exceptions, the Prospectus (including this Supplement) may not be sent to any jurisdiction in which it would not be permissible to deliver or make an offer of the Offer GDRs may not be offered or sold in any such jurisdiction.

The Prospectus (including this Supplement) does not constitute: (i) an offer to sell, or a solicitation of an offer to buy any securities other than the securities to which it relates; or (ii) an offer to sell, or the solicitation of an offer to buy, such securities by any person in any circumstances in which such offer or solicitation is unlawful. No action has been or will be taken in any jurisdiction by the Company or the Managers that would, or is intended to, permit, (i) a public offering of the Offer GDRs or (ii) the possession, circulation or distribution of the Prospectus (including this Supplement) or any other material relating to the Company or Offer GDRs in any jurisdiction where action for that purpose is required. The distribution of the Prospectus (including this Supplement) and the offering and sale of the Offer GDRs in certain jurisdictions is restricted by law. Any person into whose possession the Prospectus (including this Supplement) comes and persons who would like to purchase GDRs pursuant to the Offering should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction. The Prospectus (including this Supplement) may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or in any circumstances where such offer or solicitation is not authorized or is unlawful. None of the Company, the Managers or any of their respective representatives, is making any representation to any offeree or purchaser of the GDRs described herein regarding the legality of an investment in the GDRs by such offeree, recipient or purchaser under the laws applicable to such offeree, recipient or purchaser.

As the Company's A Shares are listed on the Shenzhen Stock Exchange, the Company has been subject to periodic reporting and other information disclosure requirements in the PRC. As a result, from time to time the Group publicly releases information relating to itself on the Shenzhen Stock Exchange or other media outlets designated by the China Securities Regulatory Commission. However, the information announced by the Company in connection with its A Shares is based on the regulatory requirements of the securities authorities and market practice in the PRC, which are different from those which will be applicable to the GDRs following the listing of the Offer GDRs on SIX Swiss Exchange. Such information does not and will not form a part of the Prospectus (including this Supplement). As a result, prospective investors in the Offering are reminded that, in making their investment decision as to whether to purchase the Offer GDRs, they should rely only on the financial, operating and other information included in the Prospectus (including this Supplement). By applying to purchase Offer GDRs in the Offering, prospective investors will be deemed to have agreed that they will not rely on any information other than that contained in the Prospectus (including this Supplement) and any formal announcements made by the Group in the PRC with respect to the Offering.

The information contained in the Prospectus (including this Supplement) has been provided by the Company and by the other sources identified in the Prospectus (including this Supplement). No representation or warranty, express or implied, is made by the Managers or any of their respective representatives, affiliates or advisors as to the accuracy, completeness or verification of this information

set forth in the Prospectus (including this Supplement), and nothing contained in the Prospectus (including this Supplement) is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future, by the Managers or by their respective representatives, affiliates or advisors. The Managers assume no responsibility for its accuracy, completeness or verification and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of the Prospectus (including this Supplement) or any such statement. In connection with the Offering, the Managers are not acting for anyone other than the Company. The Managers will not regard any other person (whether or not a recipient of the Prospectus (including this Supplement)) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to the Offering or any transaction or arrangement referred to herein.

Investors should rely only on the information contained in the Prospectus (including this Supplement) and any amendments or supplements expressly made to it by the Company. No person is authorized to give any information or make any representation not contained in the Prospectus (including this Supplement) in connection with the Offering and, if given or made, such information or representation must not be relied on as having been authorized by the Company or the Managers or any of their respective affiliates. This document may only be used where it is legal to sell the Offer GDRs. The delivery of the Prospectus (including this Supplement) or any sale of the Offer GDRs made hereunder shall not, under any circumstances, create any implication that there has been any change in the facts set forth in the Prospectus (including this Supplement) or in the affairs of the Company since the date hereof.

Each investor acknowledges that: (i) it has not relied on the Managers or any person affiliated with the Managers in connection with any investigation of the accuracy of any information contained in the Prospectus (including this Supplement) or its investment decision; (ii) it has relied only on the information contained in the Prospectus (including this Supplement); and (iii) no person has been authorized to give any information or to make any representation concerning the Company, its subsidiaries or the GDRs (other than as contained in the Prospectus (including this Supplement)) and, if given or made, any such other information or representation had not been relied upon as having been authorized by the Company or the Managers or any of their respective affiliates.

In connection with the Offering and subject to the allocation directive for the new issue market issued by the Swiss Bankers Association on March 29, 2004, which entered into legal force on January 1, 2005, as amended in January 2008, each of the Managers and any of their respective affiliates, acting as an investor for its own account, may, in connection with the Offering, take up a portion of the Offer GDRs in the Offering as a principal position and in that capacity may retain, purchase or sell for its own account such GDRs and any GDRs or related investments and may offer or sell such GDRs or other investments otherwise than in connection with the Offering. Accordingly, references in the Prospectus (including this Supplement) to Offer GDRs being offered or placed should be read as including any offering or placement of GDRs to any of the Managers or any of their respective affiliates acting in such capacity. None of the Managers intends to disclose the extent of any such investment or transactions, otherwise than in accordance with any legal or regulatory obligation to do so.

## **AVAILABILITY OF INFORMATION**

Copies of the Prospectus (including this Supplement) and any other supplements to the Prospectus are and will be available free of charge for 12 months following the First Day of Trading on SIX Swiss Exchange from Gotion High-tech Co., Ltd., No. 566 Huayuan Boulevard, Baohe District, Hefei, Anhui province, the PRC (phone: +86 0551-6210 0213; email: gxgk@gotion.com.cn).

Information on the Company's website, any website directly or indirectly linked to the Company's website or any website mentioned in the Prospectus (including this Supplement) does not constitute in any way part of the Prospectus (including this Supplement) and is not incorporated by reference into the Prospectus (including this Supplement), and investors should not rely on it in making their decision to invest in the Offer GDRs.

## CERTAIN RESTRICTIONS

The distribution of the Prospectus (including this Supplement) and the Offering are restricted by law in certain jurisdictions. Therefore, persons into whose possession the Prospectus (including this Supplement) comes and persons who would like to purchase Offer GDRs pursuant to the Offering should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction.

The offer of the Offer GDRs may be affected by the laws of the jurisdictions in which the offerees are located. No action has been or will be taken in any jurisdiction that would permit a public offering of the Offer GDRs or the possession, circulation or distribution of the Prospectus (including this Supplement) or any other material relating to the Company or Offer GDRs hereby in any jurisdiction where action for that purpose is required. Accordingly, the Offer GDRs may not be sold, directly or indirectly, and neither the Prospectus (including this Supplement) nor any other offering material or advertisement in connection with the Offer GDRs may be distributed or published, in any form or in any country or jurisdiction except under circumstances that will result in compliance with any applicable laws, rules and regulations of any such country or jurisdiction. Prospective investors should consult their professional advisors as to whether they require any governmental or other consents or need to observe any formalities to enable them to exercise, purchase, subscribe, or otherwise acquire Offer GDRs in the Offering. None of the Company or the Managers or any of its or their respective representatives, affiliates or advisors accept any legal responsibility for any violation of applicable securities laws.

Each Offeree, by accepting delivery of the Prospectus (including this Supplement), will be deemed to have acknowledged, represented to and agreed with the Company and the Managers as follows:

- (i) the Prospectus (including this Supplement) is personal to such Offeree and does not constitute an offer to any other person, or to the public generally, to purchase or otherwise acquire the Offer GDRs. Distribution of the Prospectus (including this Supplement) or disclosure of any of its contents to any person other than such Offeree and those persons, if any, retained to advise such Offeree with respect thereto is unauthorized, and any disclosure of any of its contents, without the prior written consent of the Joint Global Coordinators, is prohibited;
- (ii) the Offeree will not make any photocopies or electronic copies of the Prospectus (including this Supplement) or any documents referred to herein (other than for its own use); and
- (iii) the Offeree will not forward or deliver the Prospectus (including this Supplement) (in any form) electronically or otherwise, to any other person or reproduce such Prospectus (including this Supplement) in any manner whatsoever.