

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-1
REGISTRATION STATEMENT

Under
The Securities Act of 1933

Quhuo Limited

(Exact Name of Registrant as Specified in Its Charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

7389
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification No.)

3rd Floor, Block D, Tonghui Building
No. 1132 Huihe South Street, Chaoyang District
Beijing, People's Republic of China
(+86-10) 5338 4963

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Cogency Global Inc.
122 East, 42th Street, 18th Floor
New York, NY 10168
(800) 221-0102

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Dan Ouyang, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
Unit 2901, 29F, Tower C, Beijing Yintai Centre
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(+86-10) 6529-8300

Benjamin Su, Esq.
Daying Zhang, Esq.
Latham & Watkins LLP
18th Floor, One Exchange Square
8 Connaught Place
Central, Hong Kong
(+852) 2912-2500

Approximate date of commencement of proposed sale to the public:
as soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-238941

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)(2)	Amount to be registered(2)(3)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(2)(3)	Amount of registration fee
Class A ordinary shares, par value US\$0.0001 per share	683,100	US\$10.00	US\$6,831,000	US\$886.66

(1) American depository shares, or ADSs, issuable upon deposit of Class A ordinary shares registered hereby will be registered under a separate registration statement on Form F-6 with the Securities and Exchange Commission (File No. 333-239528). Each ADS represents one Class A ordinary share.

(2) Includes (a) Class A ordinary shares represented by ADSs initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public, and (b) Class A ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their option to purchase additional ADSs. The Class A ordinary shares are not being registered for the purpose of sales outside the United States. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, or the Securities Act, the amount being registered is in addition to and does not include the 3,105,000 securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-238941).

(3) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933. The Registrant previously registered securities at an aggregate offering price not to exceed US\$34,155,000 on the Registration Statement on Form F-1 (File No. 333-238941), which was declared effective by the Securities and Exchange Commission on July 9, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of US\$6,831,000 is hereby registered, which includes additional securities that the underwriters have the option to purchase.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-238941) initially filed by Quhuo Limited (the “Company”) with the Securities and Exchange Commission (the “Commission”) on June 4, 2020, which was declared effective by the Commission on July 9, 2020, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

Quhuo Limited

Exhibit Index

Exhibit Number	Description of Document
5.1	<u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the Class A ordinary shares being registered</u>
23.1	<u>Consent of Ernst & Young Hua Ming LLP</u>
23.2	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u>
24.1	<u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Quhuo Limited (File No. 333-238941) initially filed with the Securities and Exchange Commission on June 4, 2020)</u>
24.2	<u>Powers of Attorney (included on the signature page of this Registration Statement)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, the PRC, on July 9, 2020.

QUHUO LIMITED

By: /s/ Leslie Yu

Name: Leslie Yu

Title: Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on July 9, 2020 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Leslie Yu</u> Leslie Yu	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)
<u>*</u> Wenting Ji	Chief Financial Officer (principal financial and accounting officer)
<u>*</u> Shuyi Yang	Director
<u>*</u> Zhen Ba	Director
<u>*</u> Yung-Hung Chang	Director
<u>*</u> Harry Chi Hui	Director
<u>*</u> Chenxi Zhao	Director
<u>*</u> Fan Yang	Director

*By /s/ Leslie Yu
Name: Leslie Yu
Attorney-in-fact

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Leslie Yu and Wenting Ji and each of them, individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, in connection with this registration statement, including to sign in the name and on behalf of the undersigned, this registration statement and any and all amendments thereto, including post-effective amendments and registrations filed pursuant to Rule 462 under the U.S. Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on July 9, 2020 in the capacities indicated:

<u>Signature</u>	<u>Title</u>
<u>/s/ Jingchuan Li</u> Jingchuan Li	Independent Director
<u>/s/ Jing Zhou</u> Jingzhou	Independent Director
<u>/s/ Jie Jiao</u> Jie Jiao	Independent Director

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of QUHUO LIMITED, has signed this Registration Statement or amendment thereto in New York, New York, United States of America on July 9, 2020.

COGENCY GLOBAL INC.

Authorized U.S. Representative

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President

Our ref VSL/760703-000001/16511971v3

QUHUO LIMITED
3rd Floor, Block D, Tonghui building
No. 1132 Huihe South Street, Chaoyang District
Beijing, People's Republic of China

9 July 2020

Dear Sirs

QUHUO LIMITED

We have acted as Cayman Islands legal advisers to QUHUO LIMITED (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Form F-1 Registration Statement**"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date and the related registration statement filed with the Commission pursuant to Rule 462(b) of the Securities Act (the "**Rule 462(b) Registration Statement**" together with the Form F-1 Registration Statement, the "**Registration Statements**") relating to the offering by the Company of certain American depository shares (the "**ADSs**") representing the Company's Class A ordinary shares of par value US\$0.0001 each (the "**Shares**").

We are furnishing this opinion as Exhibits 5.1 and 23.2 to the Registration Statements.

1 Documents Reviewed

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 The certificate of incorporation of the Company dated 13 June 2019 issued by the Registrar of Companies in the Cayman Islands.
- 1.2 The amended and restated memorandum and articles of association of the Company as adopted by special resolution passed on 23 August 2019 (the "**Pre-IPO Memorandum and Articles**").
- 1.3 The second amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on 4 June 2020 and effective immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares (the "**IPO Memorandum and Articles**").
- 1.4 The written resolutions of the directors of the Company dated 4 June 2020 (the "**Directors' Resolutions**").
- 1.5 The written resolutions of the shareholders of the Company dated 4 June 2020 (the "**Shareholders' Resolutions**").
- 1.6 A certificate from a director of the Company, a copy of which is attached hereto (the "**Director's Certificate**").

1.7 A certificate of good standing dated 28 May 2020, issued by the Registrar of Companies in the Cayman Islands (the “**Certificate of Good Standing**”).

1.8 The Registration Statements.

2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy, as of the date of this opinion letter, of the Director’s Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below.
- 2.4 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.

3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company, with effect immediately prior to the completion of the Company’s initial public offering of the ADSs representing the Shares, will be US\$50,000 divided into 500,000,000 shares comprising of (i) 300,000,000 Class A Ordinary Shares of a par value of US\$0.0001 each, (ii) 6,296,630 Class B Ordinary Shares of a par value of US\$0.0001 each, and (iii) 193,703,370 shares of a par value of US\$0.0001 each of such class or classes (however designated) as the board of directors may determine in accordance with the IPO Memorandum and Articles.
- 3.3 The issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statements, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).
- 3.4 The statements under the caption “Taxation” in the prospectus forming part of the Registration Statements, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 Qualifications

In this opinion the phrase “non-assessable” means, with respect to the Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions, which are the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statements and to the reference to our name under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in the Registration Statements. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

To: Maples and Calder (Hong Kong) LLP
26th Floor, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Dear Sirs

QUHUO LIMITED (the "Company")

I, the undersigned, being a director of the Company, am aware that you are being asked to provide a legal opinion (the "**Opinion**") in relation to certain aspects of Cayman Islands law. Capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

- 1 The Pre-IPO Memorandum and Articles remain in full and effect and, except as amended by the Shareholders' Resolutions adopting the IPO Memorandum and Articles, are otherwise unamended.
- 2 The Directors' Resolutions were duly passed in the manner prescribed in Pre-IPO Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect.
- 3 The Shareholders' Resolutions were duly passed in the manner prescribed in the Pre-IPO Memorandum and Articles and have not been amended, varied or revoked in any respect.
- 4 The authorised share capital of the Company is US\$50,000 consisting of 500,000,000 shares of a nominal or par value of US\$0.0001 each, of which: (i) 475,868,900 shares are designated as ordinary shares of a nominal or par value of US\$0.0001 each, (ii) 1,335,370 shares are designated as series A preferred shares of a nominal or par value of US\$0.0001 each, (iii) 9,500,030 shares are designated as series B preferred shares of a nominal or par value of US\$0.0001 each, (iv) 5,107,720 shares are designated as series C-1 preferred shares of a nominal or par value of US\$0.0001 each, (v) 2,377,370 shares are designated as series C-2 preferred shares of a nominal or par value of US\$0.0001 each, and (vi) 5,810,610 shares are designated as series D preferred shares of a nominal or par value of US\$0.0001 each.
- 5 The authorised share capital of the Company, with effect immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares, will be US\$50,000 divided into 500,000,000 shares comprising of (i) 300,000 Class A Ordinary Shares of a par value of US\$0.0001 each, (ii) 6,296,630 Class B Ordinary Shares of a par value of US\$0.0001 each, and (iii) 193,703,370 shares of a par value of US\$0.0001 each of such class or classes (however designated) as the board of directors may determine in accordance with the IPO Memorandum and Articles.

- 6 The shareholders of the Company have not restricted or limited the powers of the directors in any way and there is no contractual or other prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from issuing and allotting the Shares or otherwise performing its obligations under the Registration Statements.
- 7 The directors of the Company at the date of the Directors' Resolutions and as at the date of this certificate were and are as follows:
Zhen Ba
Shuyi Yang
Leslie Yu
Yung-Hung Chang
Harry Chi Hui
Fan Yang
Chenxi Zhao
Jingchuan Li
Jing Zhou
Jie Jiao
- 8 Each director considers the transactions contemplated by the Registration Statements to be of commercial benefit to the Company and has acted bona fide in the best interests of the Company, and for a proper purpose of the Company in relation to the transactions which are the subject of the Opinion.
- 9 To the best of my knowledge and belief, having made due inquiry, the Company is not the subject of legal, arbitral, administrative or other proceedings in any jurisdiction that would have a material adverse effect on the business, properties, financial condition, results of operations or prospects of the Company. Nor have the directors or shareholders taken any steps to have the Company struck off or placed in liquidation, nor have any steps been taken to wind up the Company. Nor has any receiver been appointed over any of the Company's property or assets.
- 10 Upon the completion of the Company's initial public offering of the ADSs representing the Shares, the Company will not be subject to the requirements of Part XVIIIA of the Companies Law (2020 Revision) of the Cayman Islands.

I confirm that you may continue to rely on this Certificate as being true and correct on the day that you issue the Opinion unless I shall have previously notified you personally to the contrary.

[signature page follows]

Signature: /s/ Leslie Yu
Name: Leslie Yu
Title: Director

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated April 17, 2020 (except for Note 25, as to which the date is June 4, 2020), with respect to the consolidated financial statements of Quhuo Limited included in Amendment No.1 to the Registration Statement (Form F-1 No. 333-238941) and related Prospectus of Quhuo Limited for the registration of its ordinary shares.

/s/ Ernst & Young Hua Ming LLP
Shanghai, the People’s Republic of China
July 9, 2020