
CORNERSTONE INVESTOR

OVERVIEW

We have entered into a cornerstone investment agreement (“**Cornerstone Investment Agreement**”) with the cornerstone investor set out below (“**Cornerstone Investor**”), pursuant to which the Cornerstone Investor has agreed to (subject to certain conditions) subscribe, or cause its designated entities to subscribe, for such number of Offer Shares (rounded down to the nearest whole board lot of 200 Shares) that may be purchased at the Offer Price of an aggregate amount of up to approximately US\$12.8 million (approximately HK\$100.3 million) (exclusive of brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee) (“**Cornerstone Investment**” or “**Cornerstone Placing**”).

The Cornerstone Placing will form part of the International Offering, and Cornerstone Investor will not acquire any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreement). The Offer Shares to be acquired by the Cornerstone Investor will rank *pari passu* in all respects with the fully paid Shares in issue and will be counted towards the public float of our Company under Rule 8.24 of the Listing Rules.

Other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price, the Cornerstone Investor does not have any preferential rights under the Cornerstone Investment Agreement, as compared with other public Shareholders. There are no side arrangements between us and the Cornerstone Investor or any benefit, direct or indirect, conferred on the Cornerstone Investor by virtue of or in relation to the Cornerstone Placing, other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price.

The Offer Shares to be subscribed by the Cornerstone Investor may be affected by reallocation in the event of over-subscription under the Hong Kong Public Offering, as described in “Structure of the Global Offering—The Hong Kong Public Offering—Reallocation”. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investor will be disclosed in the allotment results announcement to be issued by us on or around 27 June 2023.

There will be no delayed delivery or delayed settlement of the Offer Shares to be subscribed by the Cornerstone Investor.

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As confirmed by the Cornerstone Investor, its subscription under the Cornerstone Placing would be financed by its own internal financial resources and/or the financial resources of its shareholders, and that all necessary approvals have been obtained with respect to its Cornerstone Investment, and that no specific approval from any stock exchange (if relevant) or its shareholders is required for its Cornerstone Investment.

Set out below is a description of the Cornerstone Investor:

1. ZGC INTERNATIONAL LIMITED

ZGC International Limited is a company incorporated under the laws of the British Virgin Islands, principally engaged in investment and asset management, and is wholly-owned by ZGC International Holding Limited. ZGC International Holding Limited is a wholly-owned subsidiary of Zhongguancun Development Group Co., Ltd. (中關村發展集團股份有限公司) (“**ZGC Group**”) which

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acts as an overseas investment and financing and global innovation network construction coordinating platform. ZGC Group is a state-owned enterprise established by the Beijing municipal government which is principally engaged in a wide range of innovative integration services including equity investment, debt financing, technology services, industrial park operation, local and international collaboration and committed to becoming the premier global integrated innovation service provider.

Immediately following the Global Offering, the Cornerstone Investor will not constitute a substantial shareholder of our Company nor will it has any Board representation in our Company.

To our Company's best knowledge, the Cornerstone Investor is: (i) an Independent Third Party and is not connected person; (ii) not accustomed to take instructions from us, our Directors, chief executive, substantial shareholders, existing Shareholders or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Shares registered in their name or otherwise held by them; and (iii) not financed by us, our Directors, chief executive, substantial shareholders, existing Shareholders or any of its subsidiaries or their respective close associates.

CORNERSTONE PLACING

The table below sets out details of the Cornerstone Placing:

	Subscription amount (US\$ in millions)	Assuming a final Offer Price of HK\$19.00 per Share (being the low-end of the indicative Offer Price range)				
		Number of Offer Shares to be acquired ⁽¹⁾	Assuming the Over-Allotment Option is not exercised		Assuming the Over-Allotment Option is fully exercised	
			Approximately % of the Offer Shares	Approximately % of the issued share capital ⁽²⁾	Approximately % of the Offer Shares	Approximately % of the issued share capital ⁽²⁾
Cornerstone Investor						
ZGC International Limited	12.8	5,278,400	33.39%	0.83%	29.03%	0.83%
Total	12.8	5,278,400	33.39%	0.83%	29.03%	0.83%

	Subscription amount (US\$ in millions)	Assuming a final Offer Price of HK\$21.00 per Share (being the mid-point of the indicative Offer Price range)				
		Number of Offer Shares to be acquired ⁽¹⁾	Assuming the Over-Allotment Option is not exercised		Assuming the Over-Allotment Option is fully exercised	
			Approximately % of the Offer Shares	Approximately % of the issued share capital ⁽²⁾	Approximately % of the Offer Shares	Approximately % of the issued share capital ⁽²⁾
Cornerstone Investor						
ZGC International Limited	12.8	4,775,600	30.21%	0.76%	26.27%	0.75%
Total	12.8	4,775,600	30.21%	0.76%	26.27%	0.75%

	Subscription amount (US\$ in millions)	Assuming a final Offer Price of HK\$23.00 per Share (being the high-end of the indicative Offer Price range)				
		Number of Offer Shares to be acquired ⁽¹⁾	Assuming the Over-Allotment Option is not exercised		Assuming the Over-Allotment Option is fully exercised	
			Approximately % of the Offer Shares	Approximately % of the issued share capital ⁽²⁾	Approximately % of the Offer Shares	Approximately % of the issued share capital ⁽²⁾
Cornerstone Investor						
ZGC International Limited	12.8	4,360,400	27.58%	0.69%	23.98%	0.69%
Total	12.8	4,360,400	27.58%	0.69%	23.98%	0.69%

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Notes:

- (1) Rounded down to the nearest whole board lot of 200 Shares. Calculated based on the exchange rate set out in “Information about this document and the Global Offering—Information about this document—Exchange rate conversion”.
- (2) Immediately following the Global Offering, subject to the Assumptions.

CLOSING CONDITIONS

The subscription obligation of the Cornerstone Investor under its Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- (a) the Underwriting Agreements being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Underwriting Agreements, and neither of the aforesaid Underwriting Agreements having been terminated;
- (b) the Offer Price having been agreed upon between our Company and the Overall Coordinator (on behalf of the underwriters of the Global Offering);
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Shares (including the Shares subscribed for by the Cornerstone Investor) as well as other applicable waivers and approvals, and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;
- (d) no Laws shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or in the Cornerstone Investment Agreement and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (e) the representations, warranties, undertakings and confirmations of such Cornerstone Investor under the Cornerstone Investment Agreement are accurate and true in all material respects and not misleading and that there is no material breach of such Cornerstone Investment Agreement on the part of such Cornerstone Investor.

RESTRICTIONS ON DISPOSALS BY THE CORNERSTONE INVESTOR

The Cornerstone Investor has agreed that it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date (the “**Lock-up Period**”), dispose of any of the Offer Shares it has purchased pursuant to the relevant Cornerstone Investor Agreement, save for in certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Period restriction.