
CORNERSTONE INVESTORS

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a “**Cornerstone Investment Agreement**”, and together the “**Cornerstone Investment Agreements**”) with the cornerstone investors set out below (each a “**Cornerstone Investor**”, and together the “**Cornerstone Investors**”), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe for such number of Offer Shares that may be purchased with an aggregate amount of US\$450 million (approximately HK\$3,510 million) at the Offer Price (the “**Cornerstone Placing**”).

Based on the Offer Price of HK\$3.99 per Offer Share, being the high-end of the indicative Offer Price range set out in this Prospectus, the total number of Class B Shares to be subscribed for by the Cornerstone Investors would be 879,605,000, representing approximately 58.64% of the Offer Shares and approximately 2.64% of the total issued share capital of our Company immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Based on the Offer Price of HK\$3.92 per Offer Share, being the mid-point of the indicative Offer Price range set out in this Prospectus, the total number of Class B Shares to be subscribed for by the Cornerstone Investors would be 895,310,000, representing approximately 59.69% of the Offer Shares and approximately 2.69% of the total issued share capital of our Company immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Based on the Offer Price of HK\$3.85 per Offer Share, being the low-end of the indicative Offer Price range set out in this Prospectus, the total number of Class B Shares to be subscribed for by the Cornerstone Investors would be 911,589,000, representing approximately 60.77% of the Offer Shares and approximately 2.74% of the total issued share capital of our Company immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Our Company is of the view that, leveraging on the Cornerstone Investors’ investment experience, the Cornerstone Placing will help further raise the profile of our Company and to signify that such investors have confidence in our Company’s business and prospect.

The Mixed Ownership Reform Fund is a close associate of EverestLu Holding Limited, our existing shareholder, which is ultimately controlled by China Structural Reform Fund Corporation Limited (中國國有企業結構調整基金股份有限公司) (“**China Structural Reform Fund**”). Each of the investment managers of China Structural Reform Fund (being CCT Fund Management Co., Ltd.) and the Mixed Ownership Reform Fund (being Chengtong Mixed Reform Fund Management Co. Ltd. (誠通混改私募基金管理有限公司)) is a wholly-owned subsidiary of China Chengtong. The Mixed-Ownership Reform Fund has been permitted to participate in the Cornerstone Placing pursuant to paragraph 5.2 of the Stock Exchange Guidance Letter HKEX-GL92-18 under a waiver from strict compliance with the requirements under Rule 10.04 of, and a consent under paragraph 5(2) of Appendix 6 to, the Listing Rules granted by the Stock Exchange. For further details, please refer to the section headed “Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance” of this Prospectus.

CORNERSTONE INVESTORS

In addition, for the purpose of this cornerstone investment, the Mixed-Ownership Reform Fund has engaged China Merchants Securities Asset Management Co., Ltd., an asset manager that is a qualified domestic institutional investor as approved by the relevant PRC authority (the “**QDII Manager**”) to subscribe for and hold such Offer Shares on behalf of the Mixed-Ownership Reform Fund. Other than being a client of the QDII Manager, the Mixed-Ownership Reform Fund is an independent third party of the Joint Bookrunners. As the QDII Manager and China Merchant Securities (HK) Co., Limited are members of a group of companies controlled by Central Huijin, the QDII Manager is a “connected client” of China Merchant Securities (HK) Co., Limited under paragraph 13(7) of Appendix 6 to the Listing Rules. As such, an application has been made to the Stock Exchange for, and the Stock Exchange has granted us, a consent under paragraph 5(1) of Appendix 6 to the Listing Rules to allow the Offer Shares to be allocated to the QDII Manager as connected client of China Merchant Securities (HK) Co., Limited. For further details, please refer to the section headed “Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance” of this Prospectus.

The Cornerstone Placing forms part of the International Offering, and the Cornerstone Investors will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreements). The Offer Shares to be subscribed by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Class B Shares in issue following the completion of the Global Offering and to be listed on the Stock Exchange, and will be counted towards the public float of our Company. Other than those Cornerstone Investors which are our existing Shareholders or their associates as described hereunder, our Company became acquainted with each of the Cornerstone Investors through past business collaboration, direct contact with our Company, or introduction by the Underwriters.

Immediately following the completion of the Global Offering, none of the Cornerstone Investors will become a substantial shareholder of our Company, or have any Board representation in our Company. To the best knowledge of our Company, as of the date of this Prospectus, each of the Cornerstone Investors (i) (other than the Mixed-Ownership Reform Fund which is a close associate of an existing Shareholder) is an Independent Third Party, (ii) is not our connected person, (iii) (other than Guosheng Overseas HK and Shanghai AI Fund, where Shanghai Guosheng Group is a limited partner in Shanghai AI Fund) is independent of other Cornerstone Investors, (iv) (other than Mixed-Ownership Reform Fund which is a close associate of an existing Shareholder) is not financed by us, our Directors, chief executive, existing Shareholders or any of its subsidiaries or their respective close associates, and (v) (other than Mixed-Ownership Reform Fund which is a close associate of an existing Shareholder) is not accustomed to take instructions from us, our Directors, chief executive, existing Shareholders or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Class B Shares registered in their name or otherwise held by them. There are no side agreements or arrangements between us and the Cornerstone Investors.

As confirmed by each Cornerstone Investor, its subscription under the Cornerstone Placing would be financed by its own internal financial resources. Each of the Cornerstone Investors has confirmed that all necessary approvals have been obtained with respect to the Cornerstone Placing and that no specific approval from any stock exchange (if relevant) or its shareholders is required for the relevant cornerstone investment as each of them has general authority to invest.

CORNERSTONE INVESTORS

There will be no delayed delivery of Offer Shares to be subscribed by the Cornerstone Investors and the consideration will be settled by the Cornerstone Investors on or before the Listing Date. The Offer Shares to be subscribed by the Cornerstone Investors may be affected by the reallocation in the event of over-subscription under the Hong Kong Public Offering, as described in “— the Hong Kong Public Offering — Reallocation”. Details of the allocations to the Cornerstone Investors will be disclosed in the allotment results announcement in the Hong Kong Public Offering to be published on or around December 16, 2021.

The table below sets forth details of the Cornerstone Placing:

<u>Cornerstone Investor (each as defined below)</u>	Based on an Offer Price of HK\$3.85 (being the low-end of the Offer Price range)					
	Subscription amount (US\$ million)	Number of Offer Shares (Note 1)	Assuming the Over- Allotment Option is not exercised	Assuming the Over- Allotment Option is fully exercised	Approximate % of issued share capital immediately following the Approximate completion of the Global Offering¹	Approximate % of issued share capital immediately following the Approximate completion of the Global Offering¹
Mixed-Ownership Reform Fund	200	405,153,000	27.01%	1.22%	23.49%	1.21%
Guosheng Overseas HK	20	40,515,000	2.70%	0.12%	2.35%	0.12%
Shanghai AI Fund	5	10,128,000	0.68%	0.03%	0.59%	0.03%
SAIC HK	30	60,772,000	4.05%	0.18%	3.52%	0.18%
GF Fund	30	60,772,000	4.05%	0.18%	3.52%	0.18%
Pleiad Funds	50	101,288,000	6.75%	0.30%	5.87%	0.30%
WT	30	60,772,000	4.05%	0.18%	3.52%	0.18%
Focustar Capital and Focustar Fund	50	101,288,000	6.75%	0.30%	5.87%	0.30%
Hel Ved	35	70,901,000	4.73%	0.21%	4.11%	0.21%
Total	450	911,589,000	60.77%	2.74%	52.85%	2.72%

CORNERSTONE INVESTORS

Based on an Offer Price of HK\$3.92
(being the mid-point of the Offer Price range)

Cornerstone Investor	Subscription amount (US\$ million)	Number of Offer Shares (Note 1)	Assuming the Over- Allotment Option is not exercised		Assuming the Over- Allotment Option is fully exercised	
			Approximate % of Offer Shares	Approximate completion of the Global Offering ¹	Approximate % of Offer Shares	Approximate completion of the Global Offering ¹
				Approximate % of issued share capital immediately following the completion		Approximate % of issued share capital immediately following the completion
Mixed-Ownership Reform Fund	200	397,918,000	26.53%	1.20%	23.07%	1.19%
Guosheng Overseas HK	20	39,791,000	2.65%	0.12%	2.31%	0.12%
Shanghai AI Fund	5	9,947,000	0.66%	0.03%	0.58%	0.03%
SAIC HK	30	59,687,000	3.98%	0.18%	3.46%	0.18%
GF Fund	30	59,687,000	3.98%	0.18%	3.46%	0.18%
Pleiad Funds	50	99,479,000	6.63%	0.30%	5.77%	0.30%
WT	30	59,687,000	3.98%	0.18%	3.46%	0.18%
Focustar Capital and Focustar Fund	50	99,479,000	6.63%	0.30%	5.77%	0.30%
Hel Ved	35	69,635,000	4.64%	0.21%	4.04%	0.21%
Total	450	895,310,000	59.69%	2.69%	51.90%	2.67%

Based on an Offer Price of HK\$3.99
(being the high-end of the Offer Price range)

Cornerstone Investor	Subscription amount (US\$ million)	Number of Offer Shares (Note 1)	Assuming the Over- Allotment Option is not exercised		Assuming the Over- Allotment Option is fully exercised	
			Approximate % of Offer Shares	Approximate completion of the Global Offering ¹	Approximate % of Offer Shares	Approximate completion of the Global Offering ¹
				Approximate % of issued share capital immediately following the completion		Approximate % of issued share capital immediately following the completion
Mixed-Ownership Reform Fund	200	390,937,000	26.06%	1.17%	22.66%	1.17%
Guosheng Overseas HK	20	39,093,000	2.61%	0.12%	2.27%	0.12%
Shanghai AI Fund	5	9,773,000	0.65%	0.03%	0.57%	0.03%
SAIC HK	30	58,640,000	3.91%	0.18%	3.40%	0.18%
GF Fund	30	58,640,000	3.91%	0.18%	3.40%	0.18%
Pleiad Funds	50	97,734,000	6.52%	0.29%	5.67%	0.29%
WT	30	58,640,000	3.91%	0.18%	3.40%	0.18%
Focustar Capital and Focustar Fund	50	97,734,000	6.52%	0.29%	5.67%	0.29%
Hel Ved	35	68,414,000	4.56%	0.21%	3.97%	0.20%
Total	450	879,605,000	58.64%	2.64%	50.99%	2.63%

Note:

- (1) Subject to rounding down to the nearest whole board lot of 1,000 Class B Shares. Calculated based on the exchange rate as set out in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” in this Prospectus.

CORNERSTONE INVESTORS

THE CORNERSTONE INVESTORS

The information about our Cornerstone Investors set forth below has been provided by the Cornerstone Investors in connection with the Cornerstone Placing.

Mixed-Ownership Reform Fund

The China State-Owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司) (the “**Mixed-Ownership Reform Fund**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$200 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

The Mixed-Ownership Reform Fund is a national fund approved by the State Council of the PRC, entrusted by the State-owned Assets Supervision and Administration Commission of the State Council (SASAC) and initiated by China Chengtong Holdings Group Co., Ltd. (中國誠通控股集團有限公司) (“**China Chengtong**”). The Mixed-Ownership Reform Fund was established in Shanghai in December 2020, with a target total scale of RMB200 billion and an initial registered capital of RMB70.7 billion. The shareholders of the Mixed-Ownership Reform Fund include a number of Chinese central enterprises, local government state-owned enterprises and private enterprises, amongst which the largest shareholder is China Chengtong with a shareholding of approximately 33.95%. China Chengtong is 100% controlled by the State Council. The Mixed-Ownership Reform Fund is principally engaged in equity investment, asset management, investment advisory and corporate management advisory, with an investment focus on key strategic fields, core technical domains and others.

Guosheng Overseas HK and Shanghai AI Fund

Guosheng Overseas Holdings (Hong Kong) Limited (“**Guosheng Overseas HK**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$20 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

Guosheng Overseas HK is mainly engaged in the provision of finance, debts issue, offshore assets management, consultation and related business. Guosheng Overseas HK is a wholly owned subsidiary of Shanghai Guosheng (Group) Co., Ltd. (“**Shanghai Guosheng Group**”), which is in turn wholly owned by Shanghai State-owned Assets Supervision and Administration Commission. Shanghai Guosheng Group is mainly engaged in non-financial business and to a lesser extent financial business, including investment, assets operation and management, industry study and economic consultation.

Shanghai Artificial Intelligence Industry Equity Investment Fund Partnership (Limited Partnership) (“**Shanghai AI Fund**”) (上海人工智能產業股權投資基金合夥企業(有限合夥)) has agreed to

CORNERSTONE INVESTORS

subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$5 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

Shanghai AI Fund was established by Shanghai Guosheng Group, Lingang Group (上海臨港經濟發展(集團)有限公司), and Shanghai Venture Capital Investment Co., Ltd. (上海創業投資有限公司) which are in turn wholly owned by Shanghai State-owned Assets Supervision and Administration Commission. Its limited partners include, among others, Shanghai Guosheng Group, Shanghai Electric (Group) Corporation (上海電氣(集團)總公司), Shanghai Shenergy Chengyi Investment Co., Ltd. (上海申能誠毅股權投資有限公司), Shanghai International Port (Group) Co., Ltd. (上海國際港務(集團)股份有限公司). Shanghai AI Fund aims to serve as a guiding role for government and capital, with its base in Shanghai and a global vision. Shanghai AI Fund aims to create a one-stop platform for the integration and connection for all segments and elements of the AI industry.

SAIC HK

SAIC Motor HK Investment Limited (“**SAIC HK**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$30 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

SAIC HK is a limited company incorporated in Hong Kong on June 26, 2009 and a wholly-owned subsidiary of SAIC Motor Corporation Limited (上海汽車集團股份有限公司) (“**SAIC Motor**”). SAIC HK is the overseas investment and financing platform of SAIC Motor and mainly conducts SAIC Motor’s overseas investment activities. SAIC Motor is one of the largest automotive companies in the PRC market. Currently SAIC Motor’s main business covers the research and development, production and sales of vehicles and automotive parts; fostering the commercialisation of alternative fuel vehicle and smart vehicle; research and development of technologies including smart driving; automotive-related services such as logistics, e-commerce, travel, energy saving and charging service; automotive-related finance, insurance and investment services; overseas business and international trade; and development in the area of industrial big data and artificial intelligence.

GF Fund

GF Fund Management Co., Ltd. (廣發基金管理有限公司) (“**GF Fund**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$30 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

GF Fund was established on August 5, 2003 and is the 30th fund management company established in the industry. GF Fund is headquartered in Guangzhou and has set up branches in Beijing, Shanghai and Guangzhou respectively and a subsidiary in Hong Kong. GF Fund is a large scale fund management company with comprehensive asset management capabilities and experience,

CORNERSTONE INVESTORS

and GF Fund and its subsidiaries have obtained qualifications including Qualified Investment Manager of Public Fund, Entrusted Domestic Investment Manager of National Social Security Fund, qualified investment management institution of Basic Pension Insurance Funds, qualified fund management company to provide asset management services for specific clients, Qualified Domestic Institutional Investor (QDII), RMB Qualified Foreign Institutional Investor (RQFII), Qualified Foreign Institutional Investors (QFII), entrusted asset management investment managers of insurance fund and entrusted investment managers of insurance security funds. As of June 30, 2021, the assets under management of GF Fund surpassed RMB one trillion, with 260 open-ended funds under management. In addition, the company also manages multiple discretionary account investment portfolios, social security fund investment portfolios and pension fund investment portfolios. GF Fund has a full range of products, covering various asset categories such as active equity, bonds, currencies, overseas investments, passive investments, quantitative hedging and alternative investments.

Pleiad Funds

Pleiad Asia Master Fund and Pleiad Asia Equity Master Fund (the “**Pleiad Funds**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$50 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

The Pleiad Funds are exempted companies incorporated in the Cayman Islands and are investment funds focused on investing in public equities in the Asia Pacific region by employing investment strategies characterized by research intensive, fundamental bottom-up approach. As of September 30, 2021, assets under management of Pleiad Asia Master Fund and Pleiad Asia Equity Master Fund were US\$2,233.5 million and US\$699.6 million, respectively. Pleiad Investment Advisors Limited, the investment manager of the Pleiad Funds, is a limited company incorporated in Hong Kong, and has a Type 9 Asset Management license from the SFC. Pleiad Investment Advisors Limited is beneficially owned jointly by Michael Stephen Yoshino and Kenneth Sea Leong Lee.

WT

WT Asset Management Limited (“**WT**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$30 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

WT is a company incorporated in Hong Kong with limited liability and licensed by the SFC to carry on Type 9 (asset management) regulated activity. WT is beneficially owned as to 100% by Mr. Tongshu Wang, who is an Independent Third Party. WT has agreed to procure certain investors, namely WT China Fund Limited and/or WT China Focus Fund (the “**WT Funds**”), that WT has discretionary investment management power over, to subscribe for such number of the Class B Shares. The WT Funds are managed by WT as investment manager. The WT Funds pursue to achieve absolute return and long-term capital appreciation by investing primarily in the listed securities of

CORNERSTONE INVESTORS

companies which have great exposure or material impact by the Greater China region (which includes the PRC, Hong Kong, Macau and Taiwan). Investors of the WT Funds include but are not limited to pension funds, sovereign wealth funds, fund of funds, family offices and other sophisticated institutional investors. As of June 30, 2021, the total AUM of the WT Funds were approximately US\$4.01 billion.

Focustar Capital and Focustar Fund

Focustar Capital and Focustar Capital Investment Fund L.P. (“**Focustar Fund**”) have severally agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$40 million and US\$10 million respectively at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

Each of Focustar Capital and Focustar Fund is an exempted company incorporated in the Cayman Islands. Focustar Capital’s investments mainly focus on the PRC’s consumers and technology industries. Focustar Fund is a US dollar fund managed by Focustar Capital. Both Focustar Capital and Focustar Fund are ultimately owned by Wang Jianguo, whose asset management platforms managed total asset of about RMB10 billion in aggregate based on publicly available information, and invested in various portfolio companies since its establishment in 2020.

Hel Ved

Hel Ved Master Fund (“**Hel Ved**”) has agreed to subscribe for such number of Class B Shares (rounded down to the nearest whole board lot of 1,000 Class B Shares) which may be subscribed with an aggregate amount of US\$35 million at the Offer Price (excluding brokerage, SFC transaction levy and Stock Exchange trading fee).

Hel Ved is an exempted company incorporated in Cayman Islands, registered with Cayman Islands Monetary Authority (CIMA). Hel Ved is a long short equities fund managed by Hel Ved Capital Management Limited which is regulated by SFC. As of the Latest Practicable Date, the AUM of Hel Ved was about US\$800 million. Hel Ved Capital employs a bottom-up fundamental research process. Mr. Yunmin Chai is the founder, chief investment officer and ultimate beneficial owner of Hel Ved Capital Management Limited, which is the investment manager of Hel Ved, and he has been an active investor in global equities markets for the past two decades. The investors of Hel Ved include leading global institutional investors, endowments, private banks, family offices, high net-worth individuals, and employees of Hel Ved Capital Management Limited.

CLOSING CONDITIONS

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

- (a) the underwriting agreements for the Hong Kong Public Offering and the International Offering being entered into and having become effective and unconditional (in accordance

CORNERSTONE INVESTORS

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 Joint Representatives (on behalf of the Underwriters);
- (c) the Listing Committee having granted the listing of, and permission to deal in, the Class B Shares (including the Class B Shares subscribed for by the Cornerstone Investors) 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 Class B 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 respective 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, confirmations and acknowledgements of such Cornerstone Investor and/or our Company (where applicable) under the respective Cornerstone Investment Agreements are accurate and true in all or material respects and not misleading and that there is no material breach of such Cornerstone Investment Agreement on the part of such Cornerstone Investor or our Company (as the case may be).

RESTRICTIONS ON DISPOSALS BY THE CORNERSTONE INVESTORS

Each of the Cornerstone Investors has agreed that it will not, whether directly or indirectly, at any time during the period of six (6) months from the Listing Date (the “**Lock-up Period**”), dispose of any of the Offer Shares they have purchased pursuant to the relevant Cornerstone Investment Agreement, save for 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.