
CORNERSTONE INVESTORS

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (the “**Cornerstone Investment Agreements**”) with four investors (the “**Cornerstone Investors**”, and each a “**Cornerstone Investor**”), pursuant to which the Cornerstone Investors have agreed to subscribe, or cause their designated entities that are qualified domestic institutional investors to subscribe, at the Offer Price for such number of Offer Shares as may be purchased with an aggregate amount of up to approximately HK\$1,713.9 million (rounded down to the nearest whole board lot of 1,000 Shares).

Assuming an Offer Price of HK\$2.55 (being the low-end of the Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 580,044,000, representing (i) approximately 18.97% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account of the Shares which may be issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme; and (ii) approximately 18.53% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account of the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme.

Assuming an Offer Price of HK\$2.90 (being the mid-point of the Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 550,514,000, representing (i) approximately 18.60% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account of the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 18.16% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account of the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme.

Assuming an Offer Price of HK\$3.25 (being the high-end of the Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 527,341,000, representing (i) approximately 18.30% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account of the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 17.85% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account of the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme.

To the best knowledge of our Company, each of the Cornerstone Investors is independent from our Company, our connected persons and their respective associates. As advised by the relevant Joint Global Coordinators and the relevant Joint Bookrunners, none of the Cornerstone Investors are “connected clients” of the lead broker or of any distributors (as set out in paragraph 5(1) of the Placing Guidelines in Appendix 6 to the Listing Rules). Each of the Company, the Joint Sponsors

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and the relevant Joint Global Coordinators have also confirmed that no preferential treatment, other than a guaranteed allocation to take up shares in the Global Offering, have been given to the Cornerstone Investors. The Cornerstone Investors will acquire the Offer Shares pursuant to, and as part of, the International Offering. The Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Offer Shares in issue and will be counted towards the public float of our Company. The Cornerstone Investors will not subscribe for any Offer Shares under the Global Offering (other than and pursuant to the respective cornerstone investment agreements). Immediately following the completion of the Global Offering, the Cornerstone Investors will not have any board representation in our Company, nor will the Cornerstone Investors become a substantial shareholder of our Company (as defined under the Listing Rules).

The Offer Shares to be subscribed for by the Cornerstone Investors will not be affected by any reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering described in “Structure of the Global Offering—The Hong Kong Public Offering”. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement to be issued by our Company on or around July 14, 2016.

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Our Cornerstone Investors are set out below:

Joy Orient Investments Limited

Joy Orient Investments Limited (“**Joy Orient**”) is a company incorporated in the British Virgin Islands with limited liability and an investment vehicle indirectly wholly-owned by Sino-Ocean Group Holding Limited.

Sino-Ocean Group Holding Limited (“**Sino Ocean**”), formerly known as Sino-Ocean Land Holdings Limited, is incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 3377) since 2007. On the back of the dedication to provide high-quality products and professional services, Sino-Ocean and its subsidiaries have over 60 development projects in 19 high growth cities in the Beijing-Tianjin-Hebei Region, the Northeast Region, the Central Region and the Southern Region. As at December 31, 2015, Sino-Ocean had approximately 20 million sq.m. of landbank, in which projects located in first and second-tier cities accounted for about 93% of its total landbank. In recent years, Sino-Ocean has highly focused on customer needs and continued to enhance its service quality and also develop the “diversified business with four focuses” strategy to focus on residential development, investment properties development, customer service and real estate financing.

Joy Orient has agreed to subscribe for such number of Offer Shares equivalent to 9.99% of the Shares in issue upon the completion of the Global Offering on the basis that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme (rounded down to the nearest whole board lot of 1,000 Shares).

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Assuming an Offer Price of HK\$2.55 being the low end of the Offer Price range set forth in this prospectus, Joy Orient will subscribe for approximately 305,498,000 Offer Shares, representing (i) approximately 9.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 9.76% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$2.90 being the mid-point of the Offer Price range set forth in this prospectus, Joy Orient will subscribe for approximately 295,620,000 Offer Shares, representing (i) approximately 9.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 9.75% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$3.25 being the high end of the Offer Price range set forth in this prospectus, Joy Orient will subscribe for approximately 287,868,000 Offer Shares, representing (i) approximately 9.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 9.74% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme.

LRC. Belt and Road Investment Limited

LRC. Belt and Road Investment Limited (“**LRC. Belt and Road**”) is incorporated in Cayman Islands and is a joint venture of Strategic Global Investment Corporation Limited (“**Strategic Global**”) and Mr. Soul Htite. LRC. Belt and Road is the principal investment entity of Strategic Global with focus on investment opportunities in companies serving the Belt and Road initiatives, under the context of an action plan on the China proposed Belt and Road Initiatives issued by the National Development and Reform Commission, Ministry of Foreign Affairs, and Ministry of Commerce of the People’s Republic of China, with State Council authorization in March 2015. Strategic Global is a global investment house with expertise in global family office investment and alternative investment products. Mr. Htite is a financial technology expert, as well as the Co-Founder of Lending Club (NYSE: LC), one of the world’s largest network-based loan platform and the Founder and CEO of Dianrong.com, a leading internet finance and financial technology solutions company in China.

LRC. Belt and Road has agreed to subscribe for such number of Offer Shares (rounded to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of US\$20 million at the Offer Price.

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Assuming an Offer Price of HK\$2.55 being the low end of the Offer Price range set forth in this prospectus, LRC. Belt and Road will subscribe for approximately 60,975,000 Offer Shares, representing (i) approximately 1.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 1.95% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$2.90 being the mid-point of the Offer Price range set forth in this prospectus, LRC. Belt and Road will subscribe for approximately 53,616,000 Offer Shares, representing (i) approximately 1.81% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 1.77% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$3.25 being the high end of the Offer Price range set forth in this prospectus, LRC. Belt and Road will subscribe for approximately 47,842,000 Offer Shares, representing (i) approximately 1.66% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 1.62% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme.

China Fintech Investment Company

China Fintech Investment Company (“CFI”) is a wholly owned subsidiary of China Fintech Fund Management Company Limited (“CFF”), and was incorporated in the Cayman Islands. CFF targets on the investment in the global high-tech companies, especially the companies in expanding or mature stage in the fields of financial technology, E-commerce, E-Supply chain management and logistics services in Greater China, Europe, North America. CFF was founded by CM International Capital Limited, being one of the international investment platforms of China Minsheng Investment Group, one of the leading private investment company in China initiated by the All-China Federation of Industry and Commerce (ACFIC) with the special approval from the State Council of the People’s Republic of China, and GF Investments (Cayman) Company Limited, a wholly owned subsidiary of GF Securities Co., Ltd. (listed on the Stock Exchange, stock code: 1776), one of China’s leading non-state-owned securities company and L.R. Capital Management Company (Cayman) Limited, a leading global investment company. CFF is dedicated to the advancement of internet finance through broadening and deepening the scope of internet technology in the industry, with an aim to enhance efficiency and quality of internet services.

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CFI has agreed to subscribe for such number of Offer Shares (rounded to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of US\$20 million at the Offer Price.

Assuming an Offer Price of HK\$2.55 being the low end of the Offer Price range set forth in this prospectus, CFI will subscribe for approximately 60,975,000 Offer Shares, representing (i) approximately 1.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 1.95% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$2.90 being the mid-point of the Offer Price range set forth in this prospectus, CFI will subscribe for approximately 53,616,000 Offer Shares, representing (i) approximately 1.81% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 1.77% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$3.25 being the high end of the Offer Price range set forth in this prospectus, CFI will subscribe for approximately 47,842,000 Offer Shares, representing (i) approximately 1.66% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; and (ii) approximately 1.62% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme.

Anbang Investment Holdings Co. Limited

Anbang Investment Holdings Co. Limited (“**Anbang Investment**”) is incorporated in Hong Kong. Anbang Investment is principally engaged in investment businesses and is indirectly wholly-owned by Anbang Life Insurance Co., Ltd. (“**Anbang Life**”). Anbang Life’s holding company is Anbang Insurance Group Co., Ltd. (“**Anbang Insurance**”). Anbang Insurance is one of the largest insurance groups in China. Anbang Insurance’s businesses include life insurance, property and casualty insurance, health insurance, pension insurance, banking and asset management.

Anbang Investment has agreed to subscribe for such number of Offer Shares equivalent to (i) 4.99% of the Shares in issue upon the completion of the Global Offering on the basis that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. (rounded down to the nearest whole board lot of 1,000 Shares); or (ii) HK\$467,314,250 divided by

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the Offer Price, rounded down to the nearest whole board lot of 1,000 Shares, whichever is lower in terms of the total investment amount, provided that in all cases the Shares being purchased by Anbang Investment shall not constitute 5% or more of the Shares in issue upon the completion of the Global Offering.

Assuming an Offer Price of HK\$2.55 being the low end of the Offer Price range set forth in this prospectus, Anbang Investment will subscribe for approximately 152,596,000 Offer Shares, representing (i) approximately 4.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; or (ii) approximately 4.87% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$2.90 being the mid-point of the Offer Price range set forth in this prospectus, Anbang Investment will subscribe for approximately 147,662,000 Offer Shares, representing (i) approximately 4.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; or (ii) approximately 4.87% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme. Assuming an Offer Price of HK\$3.25 being the high end of the Offer Price range set forth in this prospectus, Anbang Investment will subscribe for approximately 143,789,000 Offer Shares, representing (i) approximately 4.99% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme; or (ii) approximately 4.87% of the Shares in issue upon the completion of the Global Offering assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme.

Conditions Precedent

The subscription obligation of each Cornerstone Investor is subject to, among other things, the following conditions precedent:

- (a) the Hong Kong Underwriting Agreement and the International Underwriting Agreement being entered into and having become 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 Hong Kong Underwriting Agreement and the International Underwriting Agreement or such later time and date as may be agreed between the Company and the Joint Global Coordinators and/or the relevant underwriter;

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- (b) neither of the Hong Kong Underwriting Agreement nor the International Underwriting Agreement having been terminated;
- (c) the Listing Division of the Stock Exchange having granted the listing of, and permission to deal in, the Shares and such approval or permission not having been revoked prior to the commencement of dealings in the Shares on the Main Board of the Stock Exchange;
- (d) the representations, warranties, undertakings, confirmations, agreements and acknowledgements of the relevant Cornerstone Investor as contained in the relevant Cornerstone Investment Agreement remaining true, accurate and not misleading and there being no material breach of the relevant Cornerstone Investment Agreement on the part of the relevant Cornerstone Investor; and
- (e) no laws shall have been enacted or promulgated which prohibit the consummation of the transactions contemplated in the Hong Kong Public Offering, the International Offering or herein and no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transaction.

Restrictions on the Cornerstone Investors' Investment

Each of the Cornerstone Investors has agreed that, without the prior written consent of each of our Company and other parties to the relevant Cornerstone Investment Agreements, it will not, whether directly or indirectly, at any time during the period of six (6) months following the Listing Date, dispose of (as defined in the respective cornerstone investment agreements) any of the Offer Shares subscribed for by it pursuant to the relevant cornerstone investment agreements, other than transfers to any wholly-owned subsidiary of such Cornerstone Investor provided that such wholly-owned subsidiary undertakes in writing to, and such Cornerstone Investor undertakes to procure that such wholly-owned subsidiary will, abide by the terms and restrictions imposed on such Cornerstone Investor under the relevant cornerstone investment agreement.