
CORNERSTONE INVESTORS

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a “**Cornerstone Investment Agreement**”, and together the “**Cornerstone Investment Agreements**”) with cornerstone investors set out below (each a “**Cornerstone Investor**”, and together the “**Cornerstone Investors**”), pursuant to which the Cornerstone Investors have agreed to subscribe, or cause its designated entities to subscribe for a certain number of Offer Shares at the Offer Price (the “**Cornerstone Placing**”).

Assuming an Offer Price of HK\$9.45 (after a Downward Offer Price Adjustment of 10%), the total number of Offer Shares subscribed for by the Cornerstone Investors would be 49,674,000, representing (i) approximately 58.00% of the Offer Shares under the Global Offering and approximately 6.96% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is not exercised and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme; or (ii) approximately 50.43% of the Offer Shares under the Global Offering and approximately 6.84% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is exercised in full and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme.

Assuming an Offer Price of HK\$10.50 (being the low-end of the Offer Price range), the total number of Offer Shares subscribed for by the Cornerstone Investors would be 44,707,200, representing (i) approximately 52.20% of the Offer Shares under the Global Offering and approximately 6.26% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is not exercised and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme; or (ii) approximately 45.39% of the Offer Shares under the Global Offering and approximately 6.15% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is exercised in full and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme.

Assuming an Offer Price of HK\$12.00 (being the mid-point of the Offer Price range), the total number of Offer Shares subscribed for by the Cornerstone Investors would be 39,118,400, representing (i) approximately 45.67% of the Offer Shares under the Global Offering and approximately 5.48% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is not exercised and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme; or (ii) approximately 39.71% of the Offer Shares under the Global Offering and approximately 5.38% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is exercised in full and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme.

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Assuming an Offer Price of HK\$13.50 (being the high-end of the Offer Price range), the total number of Offer Shares subscribed for by the Cornerstone Investors would be 34,772,000, representing (i) approximately 40.60% of the Offer Shares under the Global Offering and approximately 4.87% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is not exercised and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme; or (ii) approximately 35.30% of the Offer Shares under the Global Offering and approximately 4.79% of the Shares in issue immediately upon completion of the Global Offering, in each case assuming the Over-allotment Option is exercised in full and without taking into account any Shares that may be issued pursuant to the exercise of the outstanding options granted under the Pre-IPO Share Option Scheme and upon vesting of the outstanding RSAs granted under the Pre-IPO RSA Scheme.

To the best knowledge of our Company, each of the Cornerstone Investors is an Independent Third Party, is not a connected person (as defined under the Listing Rules) of our Company, and is not an existing Shareholder or close associates of our Company. 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 December 18, 2018.

The Cornerstone Placing forms 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 Shares then in issue upon completion of the Global Offering and to be listed on the Stock Exchange 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 pursuant to the Cornerstone Investment Agreements). Immediately following the completion of the Global Offering, none of the Cornerstone Investors will have any board representation in our Company, nor will any of the Cornerstone Investors become a substantial shareholder of our Company (as defined under the Listing Rules). The Cornerstone Investors do not have any preferential rights as compared with other public Shareholders in the Cornerstone Investment Agreements.

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OUR CORNERSTONE INVESTORS

We have entered into the Cornerstone Investment Agreements with each of the following Cornerstone Investors in respect of the Cornerstone Placing:

Cornerstone Investor	Investment Amount ⁽¹⁾	Indicative Offer Price ⁽²⁾	Number of Offer Shares to be subscribed for	Approximate percentage of the Offer Shares (assuming that Over-allotment Option is not exercised)	Approximate percentage of the Offer Shares (assuming that Over-allotment Option is exercised in full)	Approximate percentages of the Shares in issue ⁽³⁾ immediately following the completion of the Global Offering (assuming that Over-allotment Option is not exercised)	Approximate percentages of the Shares in issue ⁽³⁾ immediately following the completion of the Global Offering (assuming that Over-allotment Option is exercised in full)
Baidu Holdings Limited	US\$20,000,000	Downside: HK\$9.45	16,558,000	19.33%	16.81%	2.32%	2.28%
		Low-end: HK\$10.50	14,902,400	17.40%	15.13%	2.09%	2.05%
		Mid-point: HK\$12.00	13,039,600	15.22%	13.24%	1.83%	1.79%
		High-end: HK\$13.50	11,590,800	13.53%	11.77%	1.62%	1.60%
Lenovo Manufacturing Limited	US\$15,000,000	Downside: HK\$9.45	12,418,400	14.50%	12.61%	1.74%	1.71%
		Low-end: HK\$10.50	11,176,800	13.05%	11.35%	1.57%	1.54%
		Mid-point: HK\$12.00	9,779,600	11.42%	9.93%	1.37%	1.35%
		High-end: HK\$13.50	8,692,800	10.15%	8.83%	1.22%	1.20%
Shanghai WonderTek Software Co., Ltd. (上海網達軟件股份有限公司) ⁽⁴⁾	US\$15,000,000	Downside: HK\$9.45	12,418,400	14.50%	12.61%	1.74%	1.71%
		Low-end: HK\$10.50	11,176,800	13.05%	11.35%	1.57%	1.54%
		Mid-point: HK\$12.00	9,779,600	11.42%	9.93%	1.37%	1.35%
		High-end: HK\$13.50	8,692,800	10.15%	8.83%	1.22%	1.20%
Crotona Assets Limited	US\$10,000,000	Downside: HK\$9.45	8,278,800	9.67%	8.40%	1.16%	1.14%
		Low-end: HK\$10.50	7,451,200	8.70%	7.56%	1.04%	1.03%
		Mid-point: HK\$12.00	6,519,600	7.61%	6.62%	0.91%	0.90%
		High-end: HK\$13.50	5,795,200	6.77%	5.88%	0.81%	0.80%

Notes:

(1) Converted into HK\$ based on the exchange rate as disclosed in this prospectus.

(2) Being the low-end, mid-point and high-end of the proposed Offer Price range set out in this prospectus, respectively.

(3) Without taking into account any Shares that may be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Scheme and upon vesting of the RSAs granted under the Pre-IPO RSA Scheme.

(4) Shanghai WonderTek has agreed to subscribe through a qualified domestic institutional investor.

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

Baidu Holdings Limited

Baidu Holdings Limited, a company incorporated in the British Virgin Islands, is an investment holding company wholly-owned by Baidu, Inc. and its principal business is investment and investment management. Baidu, Inc. was incorporated in the Cayman Islands in January 2000 and listed on NASDAQ (stock code: BIDU) in August 2005. Baidu, Inc. is the leading Chinese language internet search provider. Baidu, Inc.'s business mainly consists of keyword-based marketing services (including P4P services and other online marketing services and AI-enabled new business initiatives) and online entertainment services through iQIYI.

Lenovo Manufacturing Limited

Lenovo Manufacturing Limited is a company incorporated in the British Virgin Islands. Lenovo Manufacturing Limited is ultimately controlled by Lenovo Group Limited. Lenovo Group Limited is a limited liability company incorporated in Hong Kong and its ordinary shares have been listed on the Stock Exchange (stock code: 992) since 1994. Lenovo Group Limited and its subsidiaries are principally engaged in the sales and manufacture of personal computers, tablets, smartphones, servers and related information technology products and the provision of advanced information services across the world.

Shanghai WonderTek Software Co., Ltd. (上海網達軟件股份有限公司)

Shanghai WonderTek Software Co., Ltd. (上海網達軟件股份有限公司) (“**Shanghai WonderTek**”) is a joint stock company incorporated in the PRC. Shanghai WonderTek has been listed on the Shanghai Stock Exchange (stock code: 603189) since September 2016. It is mainly engaged in the development, sales, advisory and services of mobile internet software products for telecom operators, the media sector and the financial services sector.

Crotona Assets Limited

Crotona Assets Limited is a company incorporated in British Virgin Islands and its principal business is investment. It is a wholly-owned subsidiary of Kingdee International Software Group Company Limited (“**Kingdee**”), whose shares are listed on the Stock Exchange (stock code: 268).

Kingdee was established in 1993. Adhering to the core values of “acting in all conscience, with integrity and righteousness”, Kingdee is committed to serving enterprises and strives to provide them with the most trustworthy services platform. As a leading enterprise cloud services provider in China, Kingdee has commanded the largest share in the ERP (Enterprise Resource Planning) sector for fast-growing enterprises for 14 consecutive years and grasped the biggest share in enterprise-grade SaaS cloud services industry. Its cloud services and products are the most preferred choices in the market. They include Kingdee Cloud (cloud management services for medium and large-sized enterprises), Kingdee Jingdou Cloud (one-stop cloud services platform for micro and small-sized enterprises) and Guanyi Cloud (cloud services for e-commerce operators). With its strengths in management software and cloud services, it provides services and products to more than 6.8 million enterprises, government agencies and other organizations around the world.

CONDITIONS PRECEDENT

The subscription obligation of each of the Cornerstone Investors 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 and all conditions precedent to completion set forth therein having been satisfied (or waived) by no later than the time and date as specified in the Underwriting Agreements and not having been terminated;
- (b) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Shares and such approval or permission having not been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;
- (c) the respective representations, warranties, undertakings and acknowledgements of the Cornerstone Investor under the cornerstone investment agreement are, at the relevant time, accurate and true in all material respects and not misleading and there being no material breach of the cornerstone investment agreement on the part of the Cornerstone Investor; and
- (d) no laws shall have been enacted or promulgated which prohibit the consummation of the transactions contemplated in the Global Offering and there being no orders or injunctions from a government authority which in effect precludes or prohibits the consummation of such transactions.

The subscription obligation of Shanghai WonderTek pursuant to the Cornerstone Investment Agreement is also subject to approval by the shareholders of Shanghai WonderTek by way of ordinary resolution (the “**Resolution**”) on or before the December 12, 2018. Mr. Jiang Hongye and Mr. Feng Da, being the controlling shareholders of Shanghai WonderTek and who were interested in 50.14% in aggregate of the voting shares of Shanghai WonderTek as of the Latest Practicable Date, have irrevocably undertaken to the Company, the Joint Sponsors and the Joint Global Coordinators that they will vote in favor of the Resolution.

RESTRICTIONS ON DISPOSALS BY THE CORNERSTONE INVESTORS

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