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## CORNERSTONE INVESTORS

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### 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 at the Offer Price for such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) that may be purchased for an aggregate amount of US\$133 million (or approximately HK\$1,040.62 million) (the “**Cornerstone Placing**”).

Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 114,353,000 Offer Shares, representing approximately 63.74% of the Offer Shares pursuant to the Global Offering and approximately 12.75% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

Assuming an Offer Price of HK\$9.65, being the mid-point of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 107,830,000 Offer Shares, representing approximately 60.10% of the Offer Shares pursuant to the Global Offering and approximately 12.02% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

Assuming an Offer Price of HK\$10.20, being the high-end of the indicative Offer Price range set out in this Prospectus, the total number of Shares to be subscribed by the Cornerstone Investors would be 102,019,000 Offer Shares, representing approximately 56.87% of the Offer Shares pursuant to the Global Offering and approximately 11.37% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

Worldwide Healthcare, an existing Shareholder of our Company and certain of its close associates, namely OrbiMed Partners Master Fund Limited, The Biotech Growth Trust Plc and OrbiMed Genesis Master Fund, L.P., have been permitted to participate in the Cornerstone Placing pursuant to paragraph 5.2 of Stock Exchange Guidance Letter HKEX-GL92-18 and the waiver from Rule 9.09(b) of the Listing Rules as further described in the section headed “Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

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Save as disclosed above and to the best knowledge of our Company, each of the Cornerstone Investors is an Independent Third Party and is making independent investment decisions, and none of the Cornerstone Investors is an existing shareholder of our Company or its close associate. Details of the allocations to each of the Cornerstone Investors will be disclosed in the allotment results announcement to be published by the Company on or around December 11, 2019.

The Cornerstone Placing will form part of the International Offering, and the Cornerstone Investors will not acquire any Offer Shares under the Global Offering other than and pursuant to the Cornerstone Investment Agreements. The Offer Shares to be subscribed by the Cornerstone Investors will rank *pari passu* in all respect with the fully paid Shares in issue. 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 the Company. The Cornerstone Investors do not have any preferential rights in the Cornerstone Investment Agreements compared with other public Shareholders.

Certain Cornerstone Investors have agreed that the Joint Global Coordinators may defer the delivery of all or any part of the Offer Shares it has subscribed for to a date later than the Listing Date. The deferred delivery arrangement was in place to facilitate the over-allocation in the International Offering. In case of such a deferral, each Cornerstone Investor has agreed that it shall nevertheless pay for the relevant Offer Shares on the Listing Date. For details of the Over-allotment Option and the stabilization action by the Stabilizing Manager, please refer to the sections headed “Structure of the Global Offering—The International Offering—Over-allotment Option” and “Structure of the Global Offering—Stabilization” in this Prospectus, respectively.

The total number of Offer Shares to be subscribed by the Cornerstone Investors pursuant to the Cornerstone Placing may be affected by reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the section headed “Structure of the Global Offering—The Hong Kong Public Offering—Reallocation”.

### THE CORNERSTONE INVESTORS

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

#### Matthews Funds

Matthews Asia China Small Companies Fund, Matthews Asia Growth Fund, Matthews Asia Innovators Fund and Matthews Asia Small Companies Fund, which are series of Matthews International Funds (d/b/a “**Matthews Asia Funds**”), an open-end management company registered under the U.S. Investment Company Act of 1940, as amended, and Matthews Asia Funds – Asia Small Companies Fund and Matthews Asia Funds – China Small Companies

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Fund, which are sub-funds of Matthews Asia Funds, a public limited company (“**société anonyme**”) qualifying as an investment company organized with variable share capital within the meaning of the Luxembourg law of 17 December 2010 on collective investment undertakings incorporated as an umbrella fund comprised of separate sub-funds (together referred to as the “**Matthews Funds**”) have agreed to subscribed for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased with an aggregate amount of US\$28 million at the Offer Price. Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this Prospectus, Matthews Funds will subscribe for 24,074,000 Shares, representing approximately 2.68% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

Matthews International Capital Management, LLC (“**Matthews Asia**”) is the authorized agent of the Matthews Funds. Matthews Asia manages portfolios of securities primarily in the Asia Pacific region on a discretionary basis for institutional clients, including U.S. registered investment companies and similar non-U.S. investment funds (some of which are registered under the laws of the country where they are formed) and other clients worldwide.

### **OrbiMed Funds**

OrbiMed Partners Master Fund Limited (“**OrbiMed Partners**”), The Biotech Growth Trust Plc (“**BGT**”), OrbiMed Genesis Master Fund, L.P. (“**OrbiMed Genesis**”), and Worldwide Healthcare (together, the “**OrbiMed Funds**”) have agreed to subscribe for such number of the Offer Shares (rounded down to the nearest whole board lot) which may be purchased with an aggregate amount of US\$20 million at the Offer Price. Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this Prospectus, OrbiMed Funds will collectively subscribe for 17,196,000 Shares, representing approximately 1.92% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

OrbiMed Partners is a private fund that focuses on healthcare investments. BGT is a closed-end fund incorporated in the United Kingdom. OrbiMed Capital LLC is the portfolio manager of OrbiMed Partners and BGT. Worldwide Healthcare is a closed-end fund incorporated in the United Kingdom managed by OrbiMed Capital LLC. OrbiMed Genesis is an exempted limited partnership incorporated under the laws of the Cayman Islands and a pooled-investment fund with OrbiMed Advisors LLC acting as the investment manager. OrbiMed Capital LLC and OrbiMed Advisors LLC are under common control of Sven Borho, Carl Gordon, and Jonathan Silverstein.

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### **Greenwoods**

Greenwoods Asset Management Limited (“**Greenwoods**”) has agreed to subscribe for such number of the Offer Shares (rounded down to the nearest whole board lot) which may be purchased with an aggregate amount of US\$20 million at the Offer Price. Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this Prospectus, Greenwoods will subscribe for 17,196,000 Shares, representing approximately 1.92% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

Greenwoods is an exempted company incorporated in Cayman Islands with limited liability. Established in 2004, Greenwoods is one of the largest and earliest China-based asset managers mainly specializing in investing in Chinese companies. Greenwoods focuses on fundamental research approach, local knowledge, policy insights, industry experience, contrarian views and strict due diligence. Greenwoods’ investors mainly consist of global institutional investors such as sovereign wealth funds, university endowments, family offices, banks and insurers from the USA, Europe and Asia.

### **MSAL**

Morgan Stanley Asia Limited (“**MSAL**”), in its capacity as investment manager acting as agent on behalf of certain discretionary funds (and not as principal), has agreed to subscribe for such number of the Offer Shares (rounded down to the nearest whole board lot) which may be purchased with an aggregate amount of US\$15 million at the Offer Price. Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this prospectus, MSAL in its capacity as investment manager will, as agent on behalf of certain discretionary funds (and not as principal), in aggregate, subscribe for 12,897,000 Shares, representing approximately 1.44% of our total issued share capital immediately upon completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised). MSAL has confirmed that Morgan Stanley’s shareholders’ approval is not required for MSAL’s subscription of the Offer Shares pursuant to the Cornerstone Investment Agreement.

Morgan Stanley Asia Limited (MSAL) is a company incorporated in Hong Kong and is ultimately wholly owned by Morgan Stanley. MSAL offers its complete range of products and services to clients across the region and globally including investment banking, foreign exchange sales and trading, introductory brokerage, investment management and provision of support services. MSAL is licensed with the Hong Kong Securities and Futures Commission to carry on business in Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Cap. 571).

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The investment management business of Morgan Stanley has more than 699 investment professionals around the world and US\$507 billion in assets under management or supervision as of September 30, 2019. The Morgan Stanley investment management business strives to provide outstanding long-term investment performance, service and a comprehensive suite of investment management solutions to a diverse client base, which includes governments, institutions, corporations and individuals worldwide.

Morgan Stanley (NYSE: MS) is a leading global financial services firm providing investment banking, securities, wealth management and investment management services. With offices in more than 41 countries, the firm's employees serve clients worldwide including corporations, governments, institutions and individuals.

MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, is the investment management division of MSAL. MSAL, acting through its investment banking division, is a Joint Sponsor, Joint Global Coordinator, Joint Bookrunner (in relation to the Hong Kong Public Offering), Joint Lead Manager (in relation to the Hong Kong Public Offering) and Hong Kong Underwriter in the Global Offering, and further, MSAL is a member of the same group of companies as Morgan Stanley & Co. International plc, a Joint Bookrunner (in relation to the International Offering), Joint Lead Manager (in relation to the International Offering) and International Underwriter in the Global Offering. Given such relationship, MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, is considered a "connected client" of the investment banking division of MSAL and Morgan Stanley & Co. International plc under paragraph 13 of Appendix 6 to the Listing Rules, despite the investment banking division and the investment management division of MSAL have at all times been operating at arm's length in respect of the Listing and the participation of MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, in the Global Offering as a cornerstone investor is purely an investment decision of MSAL's investment management division and is not connected in any way to the roles played by the investment banking division of MSAL in the Listing.

The participation of MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, in the Global Offering as a cornerstone investor is therefore subject to the written consent from the Stock Exchange. The Shares to be allocated and issued to MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, will be held on a discretionary basis for and on behalf of clients who are Independent Third Parties. It is confirmed by the Company that the cornerstone investment agreement entered with MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, will not contain any material terms which are more favourable to MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, than those in other Cornerstone Investment Agreements. In addition, apart from the preferential treatment of assured entitlement under a cornerstone investment, (i) each of MSAL and Morgan Stanley & Co. International plc (as Joint Bookrunners) and the Company has also confirmed that no preferential treatment has been, nor will be, given to MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, by virtue of its relationship with MSAL and Morgan Stanley & Co. International plc (as Joint

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Bookrunners); (ii) MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, has confirmed that, to the best of its knowledge and belief, it has not received and will not receive preferential treatment in the allocation of the Global Offering by virtue of its relationship with MSAL and Morgan Stanley & Co. International plc (as Joint Bookrunners); (iii) each of the Joint Bookrunners (other than MSAL and Morgan Stanley & Co. International plc) has confirmed that, to the best of their respective knowledge and belief, no preferential treatment has been, nor will be, given to MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, by virtue of its relationship with MSAL and Morgan Stanley & Co. International plc (as Joint Bookrunners); and (iv) each of the Joint Sponsors has confirmed that it has no reason to believe that MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, received any preferential treatment in the allocation of the Global Offering by virtue of its relationship with MSAL and Morgan Stanley & Co. International plc (as Joint Bookrunners). An application has been made to the Stock Exchange, and the Stock Exchange has granted its consent, under paragraph 5(1) of Appendix 6 to the Listing Rules to allow Offer Shares to be placed to MSAL, in its capacity as investment manager acting as agent on behalf of certain discretionary funds, as a “connected client” of MSAL and Morgan Stanley & Co. International plc.

### **Lake Bleu Capital**

Lake Bleu Prime Healthcare Master Fund Limited (“**Lake Bleu Prime**”, previously known as Ally Bridge LB Healthcare Fund) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased with an aggregate amount of US\$15 million at the Offer Price. Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this Prospectus, Lake Bleu Prime will subscribe for 12,897,000 Shares, representing approximately 1.44% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

Lake Bleu Capital (Hong Kong) Limited acts as the investment advisor to Lake Bleu Prime. Lake Bleu Prime, an Exempted Company incorporated in the Cayman Islands, is a long-bias public equity fund with investments focused on Asia/Greater China healthcare, including pharmaceuticals, biotech, medical devices, and healthcare services.

### **Luye Pharma**

Luye Pharma Group Ltd. (“**Luye Pharma**”, together with its subsidiaries, “**Luye Pharma Group**”) has agreed to subscribe for such number of the Offer Shares (rounded down to the nearest whole board lot) which may be purchased with an aggregate amount of US\$5 million at the Offer Price. Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this Prospectus, Luye Pharma will subscribe for 4,299,000 Shares, representing approximately 0.48% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the



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share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional). Luye Pharma has confirmed that shareholders' approval is not required for its subscription of the Offer Shares pursuant to the Cornerstone Investment Agreement.

Luye Pharma is a company incorporated in Bermuda with limited liability. Its shares are listed and traded on the main board of the Hong Kong Stock Exchange (stock code: 2186). Luye Pharma focuses on developing, producing, marketing and selling innovative pharmaceutical products in four of the largest and fast growing therapeutic areas in the China, the United States, Europe and other countries or jurisdictions, namely oncology, central nervous system (CNS), cardiovascular system, alimentary tract and metabolism. Luye Pharma Group's research and development activities are organised around four platforms—long-acting and extended release technology, liposome and targeted drug delivery, transdermal drug delivery systems and new compounds. Luye Pharma Group has a pipeline of over 40 PRC product candidates in various stages of development, and a pipeline of 10 candidate products in the U.S., Europe and Japan in various stages of development.

### **Taikang Life**

Taikang Life Insurance Co., Ltd (泰康人壽保險有限責任公司) (“**Taikang Life**”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased with an aggregate amount of US\$30 million at the Offer Price. Assuming an Offer Price of HK\$9.10, being the low-end of the indicative Offer Price range set out in this Prospectus, Taikang Life will subscribe for 25,794,000 Shares, representing approximately 2.88% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional).

Taikang Life is a company established in the PRC with limited liability and a wholly-owned subsidiary of Taikang Insurance Group Inc. Taikang Life provides a full range of insurance and investment and wealth management products and services for individuals and families. The products on offer correspond to the different requirements of customers in terms of market segments such as the children and teenagers, females and high-income population groups. They also meet multidimensional demands regarding health care and accident cover, pensions and wealth management, among others.

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The table below sets forth details of the Cornerstone Placing:

Cornerstone Investor	Total investment Amount <sup>(1)</sup>	Assuming a final Offer Price of HK\$9.10 per Share (being the low-end of the indicative Offer Price range)			Assuming a final Offer Price of HK\$9.65 per Share (being the mid-point of the indicative Offer Price range)			Assuming a final Offer Price of HK\$10.20 per Share (being the high-end of the indicative Offer Price range)								
		Assuming the Over-allotment Option is fully exercised			Assuming the Over-allotment Option is not exercised			Assuming the Over-allotment Option is fully exercised			Assuming the Over-allotment Option is not exercised					
		Number of Offer Shares to be acquired <sup>(2)</sup>	Approximate % of Offer Shares ownership <sup>(3)</sup>	Approximate % of the Offer Shares ownership <sup>(3)</sup>	Number of Offer Shares to be acquired <sup>(2)</sup>	Approximate % of Offer Shares ownership <sup>(3)</sup>	Approximate % of the Offer Shares ownership <sup>(3)</sup>	Number of Offer Shares to be acquired <sup>(2)</sup>	Approximate % of Offer Shares ownership <sup>(3)</sup>	Approximate % of the Offer Shares ownership <sup>(3)</sup>	Number of Offer Shares to be acquired <sup>(2)</sup>	Approximate % of Offer Shares ownership <sup>(3)</sup>	Approximate % of the Offer Shares ownership <sup>(3)</sup>			
Matthews Funds	US\$28,000,000 HK\$219,077,600	24,074,000	13.42%	2.68%	11.67%	2.61%	22,702,000	12.65%	2.53%	11.00%	2.46%	21,478,000	11.97%	2.39%	10.41%	2.32%
OrbiMed Funds	US\$20,000,000 HK\$156,484,000	17,196,000	9.59%	1.92%	8.33%	1.86%	16,215,000	9.04%	1.81%	7.86%	1.76%	15,341,000	8.55%	1.71%	7.44%	1.66%
Greenwoods	US\$20,000,000 HK\$156,484,000	17,196,000	9.59%	1.92%	8.33%	1.86%	16,215,000	9.04%	1.81%	7.86%	1.76%	15,341,000	8.55%	1.71%	7.44%	1.66%
MSAL	US\$15,000,000 HK\$117,363,000	12,897,000	7.19%	1.44%	6.25%	1.40%	12,161,000	6.78%	1.36%	5.89%	1.32%	11,506,000	6.41%	1.28%	5.58%	1.25%
Lake Bleu Capital	US\$15,000,000 HK\$117,363,000	12,897,000	7.19%	1.44%	6.25%	1.40%	12,161,000	6.78%	1.36%	5.89%	1.32%	11,506,000	6.41%	1.28%	5.58%	1.25%
Luye Pharma	US\$5,000,000 HK\$39,121,000	4,299,000	2.40%	0.48%	2.08%	0.47%	4,053,000	2.26%	0.45%	1.96%	0.44%	3,853,000	2.14%	0.43%	1.86%	0.42%
Taikang Life	US\$30,000,000 HK\$234,726,000	25,794,000	14.38%	2.88%	12.50%	2.79%	24,323,000	13.56%	2.71%	11.79%	2.63%	23,012,000	12.83%	2.57%	11.15%	2.49%

**Notes:**

- (1) Calculated based on an exchange rate of US\$1.00 to HK\$7.8242 as described in the section headed "Information about this Prospectus and the Global Offering—Exchange Rate Conversion". The actual investment amount of each Cornerstone Investor in Hong Kong dollars may vary due to the actual exchange rate prescribed in the relevant Cornerstone Investment Agreement.
- (2) Subject to rounding down to the nearest whole board lot of 1,000 Shares.
- (3) Immediately upon completion of the Global Offering and based on the assumption that all Preferred Shares will automatically be converted into Shares on a 1:1 basis on the Listing Date and that the Over-allotment Option is not exercised and without taking into account any Shares to be issued under the exercise of share options under the Pre-IPO Share Option Plans.



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### CLOSING CONDITIONS

The obligation of each of the Cornerstone Investors to acquire the Offer Shares under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- (i) the Hong Kong Underwriting Agreement and the International Underwriting Agreement 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 Hong Kong Underwriting Agreement and the International Underwriting Agreement;
- (ii) neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement having been terminated;
- (iii) the Listing Committee having granted the approval for the listing of, and permission to deal in, the Shares (including the Shares under the Cornerstone Placing) 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;
- (iv) the Offer Price having been agreed according to the Hong Kong Underwriting Agreement, the International Underwriting Agreement and the Price Determination Agreement to be signed among the parties to such agreements in connection with the Global Offering;
- (v) no laws shall have been enacted or promulgated which prohibits the consummation of the transactions contemplated in Hong Kong Public Offering, the International Offering or the Cornerstone Investment Agreements, and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (vi) the respective representations, warranties, acknowledgements, undertakings and confirmations of the Cornerstone Investor under the Cornerstone Investment Agreements are and will be (as of the closing of the Cornerstone Investment Agreements) accurate and true in all material respects and not misleading and that there is no material breach of the Cornerstone Investment Agreement on the part of the Cornerstone Investor.

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### RESTRICTIONS ON THE CORNERSTONE INVESTOR

Each of the Cornerstone Investors has agreed that without the prior written consent of our Company, the Joint Sponsors and the Joint Global Coordinators, it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date (the “**Lock-up Period**”), (i) dispose of, in any way, any of the Offer Shares it has purchased pursuant to the Cornerstone Investment Agreement or any interest in any company or entity holding any of such Offer Shares; (ii) agree or contract to, or publicly announce any intention to enter into a transaction with a third party for disposal of such Offer Shares or (iii) enter into any transactions directly or indirectly with the same economic effect as any aforesaid transactions, pursuant to the Cornerstone Investment Agreements.