

ANNOUNCEMENT OF OFFER PRICE AND ALLOTMENT RESULTS

SUMMARY

Offer Price

- The Offer Price has been determined at HK\$19.80 per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Net Proceeds from the Global Offering

- Based on the Offer Price of HK\$19.80 per Offer Share, the net proceeds from the Global Offering to be received by the Company, after deduction of the underwriting fees and expenses payable by the Company in connection with the Global Offering, are estimated to be approximately HK\$4,842.4 million (assuming the Over-allotment Option is not exercised). The Company intends to use the net proceeds from the Global Offering in the manner as set out in the paragraph headed “Net Proceeds from the Global Offering” in this announcement.
- If the Over-allotment Option is exercised in full, the Company will receive additional net proceeds of approximately HK\$733.5 million for 38,590,000 additional Offer Shares to be issued and allotted upon the exercise of the Over-allotment Option.

Applications and Indications of Interest Received in the Hong Kong Public Offering

- The Hong Kong Public Offer Shares initially offered under the Hong Kong Public Offering have been very significantly over-subscribed. A total of 642,033 valid applications have been received pursuant to the Hong Kong Public Offering through the **White Form eIPO** service and through the **CCASS EIPO** service for a total of 11,114,776,000 Hong Kong Public Offer Shares, representing approximately 432.03 times of the total number of 25,727,000 Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offering.
- As the Offer Shares offered under the Hong Kong Public Offering have been very significantly over-subscribed by approximately 432.03 times and the number of Offer Shares validly applied for under the Hong Kong Public Offering represents more than 100 times of the total number of Offer Shares initially available for subscription under the Hong Kong Public Offering, the reallocation procedure as disclosed in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation” in the Prospectus has been applied and 102,907,500 Offer Shares have been reallocated from the International Offering to the Hong Kong Public Offering. The final number of Offer Shares under the Hong Kong Public Offering has been increased to 128,634,500 Offer Shares, representing approximately 50% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option). There are a total number of 138,807 Shareholders who were allocated the Offer Shares under the Hong Kong Public Offering, among which, 122,913 Shareholders were allocated with one board lot of the Offer Shares.

International Offering

- The Offer Shares initially offered under the International Offering have been very significantly over-subscribed, by approximately 18.18 times and there has been an over-allocation of 38,590,000 Offer Shares. After reallocation of the Offer Shares to the Hong Kong Public Offering from the International Offering, the final number of Offer Shares under the International Offering is 128,634,500 Shares, representing approximately 50% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option). There are a total of 393 places under the International Offering.
- A total of 56 places have been allotted five board lots of Offer Shares or less, representing approximately 14.2% of 393 places under the International Offering. These places have been allotted 0.04% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).
- A total of 50 places have been allotted four board lots of Offer Shares or less, representing approximately 12.7% of 393 places under the International Offering. These places have been allotted 0.03% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).
- A total of 45 places have been allotted three board lots of Offer Shares or less, representing approximately 11.5% of 393 places under the International Offering. These places have been allotted 0.02% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).
- A total of 45 places have been allotted two board lots of Offer Shares or less, representing approximately 11.5% of 393 places under the International Offering. These places have been allotted 0.02% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).
- A total of 29 places have been allotted one board lot of Offer Shares or less, representing approximately 7.4% of 393 places under the International Offering. These places have been allotted 0.01% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).

Cornerstone Investors

- Based on the Offer Price of HK\$19.80 per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and pursuant to the Cornerstone Investment Agreements, the Cornerstone Investors have subscribed for a total of 60,705,000 Offer Shares, representing in aggregate (a) approximately 3.54% of the total issued share capital of the Company immediately upon completion of the Global Offering, and (b) approximately 23.60% of the number of Offer Shares under the Global Offering, in each case assuming the Over-allotment Option is not exercised. Please refer to the section headed “Cornerstone Investors” in the Prospectus for further details of the Cornerstone Investors.

- China Southern Asset Management Co., Ltd., one of the Cornerstone Investors, is a “connected client” of Huatai Financial Holdings (Hong Kong) Limited, one of the Underwriters. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, its consent under paragraph 5(1) of Appendix 6 to the Listing Rules (the “**Placing Guidelines**”) to permit China Southern Asset Management Co., Ltd. to participate in the Global Offering as a Cornerstone Investor. Please refer to the section headed “Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance” in the Prospectus for further details.

Placing of Offer Shares to an Existing Minority Shareholder and/or its close associates with consent under paragraph 5(2) of the Placing Guidelines

- The Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 10.04 of the Listing Rules and sought a written consent from the Stock Exchange under paragraph 5(2) of the Placing Guidelines, and the Stock Exchange has granted the Company such waiver and consent to permit the Company to allocate the Offer Shares in the placing tranche to Court Card HK Limited and/or its close associates as a placee, as set out in the section headed “International Offering — Placing of Offer Shares to the Existing Minority Shareholder and/or its close associates with consent under paragraph 5(2) of the Placing Guidelines” in this announcement.

Connected client placees with consent under paragraph 5(1) of the Placing Guidelines

- Under the International Offering, 4,165,000 Offer Shares, 98,000 Offer Shares and 193,000 Offer Shares were placed to JPMorgan Asset Management (Asia Pacific) Limited, CMB International Asset Management Limited and China Merchants Asset Management (Hong Kong) Company Limited, respectively. JPMorgan Asset Management (Asia Pacific) Limited is a member of the same group of companies as J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc. CMB International Asset Management Limited and China Merchants Asset Management (Hong Kong) Company Limited are members of the same group of companies as CMB International Capital Limited. Therefore, each of JPMorgan Asset Management (Asia Pacific) Limited, CMB International Asset Management Limited and China Merchants Asset Management (Hong Kong) Company Limited is a connected client of a Joint Bookrunner and the Underwriter within the meaning of the Placing Guidelines. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, its consent under paragraph 5(1) of the Placing Guidelines to permit the Company to allocate Shares in the International Offering to the above connected clients. The Shares placed to the above connected clients are held by the connected clients on behalf of independent third parties and are in compliance with the Placing Guidelines and all the conditions under the consent granted by the Stock Exchange.

- Save as disclosed in the paragraph headed “Cornerstone Investors” and the placees disclosed in the paragraphs headed “Placing of Offer Shares to the Existing Minority Shareholder and/or its close associates with consent under paragraph 5(2) of the Placing Guidelines” and “Connected client placees with consent under paragraph 5(1) of the Placing Guidelines” of this announcement, to the best knowledge, information and belief of the Directors, no Offer Shares placed by or through the Joint Global Coordinators, the Joint Bookrunners or the Underwriters under the Global Offering have been placed with applicants who are core connected persons (as defined in the Listing Rules) or directors of the Company, or to any connected clients (as set out in paragraph 5(1) of the Placing Guidelines), or persons set out in paragraph 5(2) of the Placing Guidelines, whether in their own names or through nominees. The International Offering is in compliance with the Placing Guidelines.
- The Directors confirm that (a) no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering; (b) there will not be any new Substantial Shareholder (as defined in the Listing Rules) of the Company immediately after the Global Offering; (c) the number of Shares in public hands will satisfy the minimum percentage as approved by the Stock Exchange; (d) the three largest public Shareholders of the Company do not hold more than 50% of the Shares in public hands at the time of Listing in compliance with Rules 8.08(3) and 8.24 of the Listing Rules; and (e) there will be at least 300 Shareholders at the time of Listing in compliance with Rule 8.08(2) of the Listing Rules.
- The Directors confirm that, to the best of their knowledge, save as the placees disclosed in the paragraph headed “Placing of Offer Shares to the Existing Minority Shareholder and/or its close associates with consent under paragraph 5(2) of the Placing Guidelines” in this announcement, (i) none of the Offer Shares subscribed by the placees and the public has been financed directly or indirectly by any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or existing Shareholders of the Company or any of its subsidiaries or their respective close associates, and (ii) none of the placees and the public who has subscribed for the Offer Shares is accustomed to taking instructions from any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or existing Shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its names or otherwise held by him/her/it.

Over-allotment Option

- In connection with the Global Offering, the Company has granted the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters), at any time from the Listing Date to Friday, July 23, 2021, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 38,590,000 additional Offer Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Offering to cover the over-allocations in the International Offering, if any. There has been an over-allocation of 38,590,000 Offer Shares in the International Offering and such over-allocation will be settled by exercising the Over-allotment Option in full or in part, or by making purchases in the secondary market at prices that do not exceed the Offer Price, or a combination of these means. In the event the Over-allotment Option is exercised, an announcement will be made on the Company's website at www.naixuecha.com and on the Stock Exchange's website at www.hkexnews.hk, respectively. As of the date of this announcement, the Over-allotment Option has not been exercised.

Lock-up Undertakings

- The Company, the Controlling Shareholders, the Pre-IPO Investors and the Cornerstone Investors are subject to certain lock-up undertakings as set out in the paragraph headed "Lock-up Undertakings" in this announcement.

Results of Allocations

- The results of allocations of the Hong Kong Public Offer Shares under the Hong Kong Public Offering successfully applied for through the **White Form eIPO** service or through the **CCASS EIPO** service, including the Hong Kong identity card numbers, passport numbers, Hong Kong business registration numbers or beneficial owner identification codes of successful applicants (where applicable) and the number of Hong Kong Public Offer Shares, successfully applied for, will be made available at the times and dates and in the manner specified below:
 - in the announcement to be posted on the Company's website and the Stock Exchange's website at www.naixuecha.com and www.hkexnews.hk, respectively, by no later than 9:00 a.m. on Tuesday, June 29, 2021. Please note that the list of identification document numbers in this announcement is not a complete list of successful applicants since only successful applicants whose identification document numbers are provided by CCASS are disclosed. Applicants with beneficial names only but not identification document numbers are not disclosed due to personal privacy issue as elaborated below. Applicants who applied for the Shares through their brokers can consult their brokers to enquire about their application results;

- from the designated results of allocations website at www.iporesults.com.hk (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Tuesday, June 29, 2021 to 12:00 midnight on Monday, July 5, 2021; and
- from the allocation results telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on Tuesday, June 29, 2021, Wednesday, June 30, 2021, Friday, July 2, 2021 and Monday, July 5, 2021.
- This announcement contains a list of identification document numbers. Identification document numbers shown in the section headed “Results of Applications Made by **White Form eIPO**” refer to Hong Kong identity card numbers provided by the applicants whereas those displayed in the section headed “Results of Applications Made by Giving **Electronic Application Instructions** to HKSCC via CCASS” are provided by brokers via CCASS. Therefore, the identification document numbers shown in the two sections are different in nature.
- Since applications are subject to personal information collection statements, beneficial owner identification codes displayed in the section headed “Results of Applications Made by Giving **Electronic Application Instructions** to HKSCC via CCASS” are redacted and not all details of applications are disclosed in this announcement.

Despatch/Collection of Share Certificates/e-Refund Payment Instructions/Refund Checks

- Applicants who applied for 1,000,000 Hong Kong Public Offer Shares or more through the **White Form eIPO** service and who have been successfully or partially successfully allocated Hong Kong Public Offer Shares and are eligible to collect Share certificates in person may collect Share certificates from the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, June 29, 2021, or any other place or date as notified by the Company.
- Share certificates for Hong Kong Public Offer Shares allocated to applicants who applied through the **White Form eIPO** service which are either not available for personal collection or which are available but are not collected in person by 1:00 p.m. on Tuesday, June 29, 2021, are expected to be despatched by ordinary post to those entitled to them at their own risk on or before Tuesday, June 29, 2021.
- Wholly or partially successful applicants who applied by giving **electronic application instructions** to HKSCC via CCASS will have their Share certificates issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants who gave **electronic application instructions** on their behalf on Tuesday, June 29, 2021.

- Applicants who applied through a designated CCASS Participant (other than a CCASS Investor Participant) should check the number of Hong Kong Public Offer Shares allocated to them with that CCASS Participant.
- Applicants who applied through the **White Form eIPO** service and paid the application monies from a single bank account will have refund monies (if any) despatched to their application payment accounts in the form of e-Refund payment instructions on Tuesday, June 29, 2021. Applicants who applied through the **White Form eIPO** service and paid the application monies from multiple bank accounts will have refund monies (if any) despatched to the addresses specified on their **White Form eIPO** applications in the form of refund check(s) by ordinary post at their own risk on or before Tuesday, June 29, 2021.
- Refund monies for applicants who have applied by giving **electronic application instructions** to HKSCC via CCASS are expected to be credited to the relevant applicants' designated bank accounts or the designated bank accounts of their brokers or custodians on Tuesday, June 29, 2021.
- Share certificates will only become valid certificates of title at 8:00 a.m. on the Listing Date which is expected to be Wednesday, June 30, 2021, provided that the Global Offering has become unconditional in all respects at or before that time and the right of termination described in the section headed "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination" in the Prospectus has not been exercised.
- The Company will not issue any temporary documents of title in respect of the Offer Shares and will not issue any receipt for application monies received.

Public Float

- Immediately following completion of the Global Offering, assuming the Over-allotment Option is not exercised, the number of Shares in public hands will represent approximately 24.86% of the total issued share capital of the Company. The Company has applied to the Stock Exchange to request the Stock Exchange to exercise its discretion under Rule 8.08(1) (d) of the Listing Rules, and the Stock Exchange has granted the Company a waiver from strict compliance with the requirements of Rule 8.08(1)(a) of the Listing Rules, pursuant to which the public float of the Company may fall below 25% of the issued share capital of the Company provided that the minimum public float of the Company should be at the higher of (a) 24.86% of the Company's issued share capital upon completion of the Global Offering (prior to any exercise of the Over-allotment Option), or (b) such higher percentage as is held by the public upon completion of any exercise of the Over-allotment Option. Please refer to the section headed "Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance" in the Prospectus for further details.

Commencement of Dealings

- Assuming that the Global Offering becomes unconditional in all respects at or before 8:00 a.m. on Wednesday, June 30, 2021 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, June 30, 2021 (Hong Kong time). Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 2150.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

OFFER PRICE

The Offer Price has been determined at HK\$19.80 per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

NET PROCEEDS FROM THE GLOBAL OFFERING

Based on the Offer Price of HK\$19.80 per Offer Share, the net proceeds from the Global Offering to be received by the Company after deduction of underwriting fees and expenses payable by the Company in connection with the Global Offering, are estimated to be approximately HK\$4,842.4 million (assuming the Over-allotment Option is not exercised).

The Company intends to apply the net proceeds as follows:

- approximately 70.0%, or HK\$3,389.8 million, will be used over the next three years to expand the Company's teahouse network and deepen its market penetration;
- approximately 10.0%, or HK\$484.2 million, will be used over the next three years to further improve the Company's overall operations through enhancing technology capabilities, with a goal to improve operational efficiency;
- approximately 10.0%, or HK\$484.2 million, will be used over the next three years to strengthen the Company's supply chain capabilities, with a goal to support the Company's expanding scale; and
- the remaining approximately 10.0%, or HK\$484.2 million, will be used for working capital and general corporate purposes.

If the Over-allotment Option is exercised in full, the Company will receive additional net proceeds of approximately HK\$733.5 million for 38,590,000 additional Offer Shares to be issued and allotted upon the exercise of the Over-allotment Option, and after deducting the underwriting fees and commissions payable by the Company.

For further information, please refer to the section headed "Future Plans and Use of Proceeds" in the Prospectus.

APPLICATIONS AND INDICATIONS OF INTEREST RECEIVED IN THE HONG KONG PUBLIC OFFERING

The Hong Kong Public Offer Shares initially available under the Hong Kong Public Offering have been very significantly over-subscribed. At the close of the application lists at 12:00 noon on Wednesday, June 23, 2021, a total of 642,033 valid applications have been received pursuant to the Hong Kong Public Offering through the **White Form eIPO** service and through the **CCASS EIPO** service for a total of 11,114,776,000 Hong Kong Public Offer Shares, representing approximately 432.03 times of the total number of 25,727,000 Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offering, among which:

- 629,000 valid applications in respect of a total of 3,496,618,500 Hong Kong Public Offer Shares were for the Hong Kong Public Offering with an aggregate subscription amount based on the maximum Offer Price of HK\$19.80 per Offer Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of HK\$5 million or less, representing approximately 271.82 times of the 12,863,500 Hong Kong Public Offer Shares initially comprised in Pool A; and
- 13,033 valid applications in respect of a total of 7,618,157,500 Hong Kong Public Offer Shares were for the Hong Kong Public Offering with an aggregate subscription amount based on the maximum Offer Price of HK\$19.80 per Offer Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of more than HK\$5 million, representing approximately 592.23 times of the 12,863,500 Hong Kong Public Offer Shares initially comprised in Pool B.

No application has been rejected due to invalid application. 2,039 multiple or suspected multiple applications have been identified and rejected. One application has been rejected due to bounced cheque. No application for more than 12,863,500 Hong Kong Public Offer Shares (being 50% of the Hong Kong Public Offer Shares initially available under the Hong Kong Public Offering) has been identified.

As the Offer Shares offered under the Hong Kong Public Offering have been very significantly over-subscribed by approximately 432.03 times and the number of Offer Shares validly applied for under the Hong Kong Public Offering represents more than 100 times of the total number of Offer Shares initially available for subscription under the Hong Kong Public Offering, the reallocation procedure as disclosed in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation” in the Prospectus has been applied and 102,907,500 Offer Shares have been reallocated from the International Offering to the Hong Kong Public Offering. The final number of Offer Shares under the Hong Kong Public Offering has been increased to 128,634,500 Offer Shares, representing approximately 50% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option). There are a total number of 138,807 Shareholders who were allocated the Offer Shares under the Hong Kong Public Offering, among which, 122,913 Shareholders were allocated with one board lot of the Offer Shares.

The Offer Shares offered in the Hong Kong Public Offering were conditionally allocated on the basis set out in the paragraph headed “Basis of Allocation under the Hong Kong Public Offering” below.

INTERNATIONAL OFFERING

The Offer Shares initially offered under the International Offering have been very significantly over-subscribed, by approximately 18.18 times and there has been an over-allocation of 38,590,000 Offer Shares. After reallocation of the Offer Shares to the Hong Kong Public Offering from the International Offering, the final number of Offer Shares under the International Offering is 128,634,500 Shares, representing approximately 50% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option). There are a total number of 393 places under the International Offering.

A total of 56 places have been allotted five board lots of Offer Shares or less, representing approximately 14.2% of 393 places under the International Offering. These places have been allotted 0.04% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).

A total of 50 places have been allotted four board lots of Offer Shares or less, representing approximately 12.7% of 393 places under the International Offering. These places have been allotted 0.03% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).

A total of 45 places have been allotted three board lots of Offer Shares or less, representing approximately 11.5% of 393 places under the International Offering. These places have been allotted 0.02% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).

A total of 45 places have been allotted two board lots of Offer Shares or less, representing approximately 11.5% of 393 places under the International Offering. These places have been allotted 0.02% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).

A total of 29 places have been allotted one board lot of Offer Shares or less, representing approximately 7.4% of 393 places under the International Offering. These places have been allotted 0.01% of the Offer Shares available under the final International Offer Shares (assuming the Over-allotment Option is not exercised).

Cornerstone Investors

Based on the Offer Price of HK\$19.80 per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and pursuant to the Cornerstone Investment Agreements as disclosed in the section headed “Cornerstone Investors” in the Prospectus, the number of Offer Shares subscribed for by the Cornerstone Investors is determined as set out below:

	Investment amount (US\$ in million) ⁽¹⁾	Number of Offer Shares subscribed (rounded down to nearest whole board lot of 500 Shares)	Approximate percentage of Offer Shares in the Global Offering ⁽²⁾	Approximate percentage of total issued share capital immediately following the completion of the Global Offering ⁽²⁾
UBS Funds	50	19,595,000	7.62%	1.14%
CUAM	45	17,635,500	6.85%	1.03%
GF Fund	30	11,757,000	4.57%	0.69%
China Southern	20	7,838,000	3.05%	0.46%
Grand Rejuvenation	10	3,879,500	1.51%	0.23%
Total	155	60,705,000	23.60%	3.54%

Notes:

(1) Converted to Hong Kong dollars based on the exchange rate disclosed in the Prospectus.

(2) Assuming that the Over-allotment Option is not exercised.

To the best knowledge of the Company, (i) each of the Cornerstone Investors is an Independent Third Party and is not a connected person of the Company (as defined in the Listing Rules); (ii) none of the Cornerstone Investors is accustomed to take instructions from the Company, the Directors, chief executive, substantial Shareholders, existing Shareholders or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Shares registered in his/her/its name or otherwise held by him/her/it; (iii) none of the subscription of the relevant Offer Shares by any of the Cornerstone Investors is financed by the Company, the Directors, chief executive, substantial Shareholders, existing Shareholders or any of its subsidiaries or their respective close associates. Further, China Southern Asset Management Co., Ltd., one of the Cornerstone Investors, is a “connected client” of Huatai Financial Holdings (Hong Kong) Limited, one of the Underwriters. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, its consent under paragraph 5(1) of the Placing Guidelines to permit China Southern Asset Management Co., Ltd. to participate in the Global Offering as a Cornerstone Investor. Please refer to the section headed “Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance” in the Prospectus for further details.

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 Offer Shares in issue immediately following completion of the Global Offering and to be listed on the Stock Exchange, and will be counted towards the public float of the Company. None of the Cornerstone Investors will subscribe for any Offer Shares under the Global Offering other than pursuant to their respective cornerstone investment agreement. Immediately following the completion of the Global Offering, none of the Cornerstone Investors will have any Board representation in the Company, nor will any of the Cornerstone Investors become a substantial Shareholder (as defined in the Listing Rules).

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, 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 or affiliates who will be bound by the same obligations of such Cornerstone Investor, including such lock-up period restriction.

Please refer to the section headed “Cornerstone Investors” in the Prospectus for further details relating to the Cornerstone Investors.

Placing of Offer Shares to an Existing Minority Shareholder and/or its close associates with consent under paragraph 5(2) of the Placing Guidelines

A total of 390,000 Offer Shares, representing approximately 0.15% of the Offer Shares initially available under the Global Offering (assuming the Over-allotment Option is not exercised), were placed to an existing minority Shareholder (the “**Existing Minority Shareholder**”) and/or its close associates, details of which are set out below:

Placee	Relationship with the Company	Number of Offer Shares placed	Approximate % of the Offer Shares initially available under the Global Offering ⁽¹⁾	Approximate % of the total issued share capital immediately following the completion of the Global Offering ⁽¹⁾	Approximate % of the total issued share capital immediately following the completion of the Global Offering ⁽¹⁾⁽²⁾
Court Card HK Limited (“ HLC ”)	Existing Minority Shareholder	390,000	0.15%	0.02%	0.74%

Notes:

- (1) Assuming that the Over-allotment Option is not exercised.
- (2) Including 12,385,343 Shares held by HLC before the placing.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with Rule 10.04 of the Listing Rules and its consent under paragraph 5(2) of the Placing Guidelines to permit the Company to allocate Offer Shares in the placing tranche to an Existing Minority Shareholder and/or its close associates as set above.

Connected client placees with consent under paragraph 5(1) of the Placing Guidelines

Certain Offer Shares were placed to connected clients of the Joint Bookrunners and/or the Underwriters (each a “**Connected Underwriter**”) within the meaning of the Placing Guidelines for equity securities as set out in Appendix 6 to the Listing Rules, details of which are set out below:

Connected clients holding Shares on a discretionary basis:

Connected Underwriter(s)	Placee	Number of Offer Shares placed	Approximate % of the Offer Shares initially available under the Global Offering ⁽¹⁾	Approximate % of the total issued share capital immediately following the completion of the Global Offering ⁽¹⁾	Relationship with the Connected Underwriter
J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc	JPMorgan Asset Management (Asia Pacific) Limited (“JPMAMAP”)	4,165,000	1.62%	0.24%	JPMAMAP is a member of the same group of companies as J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc
CMB International Capital Limited	CMB International Asset Management Limited (“CMBIAM”)	98,000	0.04%	0.006%	CMBIAM is a member of the same group of companies as CMB International Capital Limited
CMB International Capital Limited	China Merchants Asset Management (Hong Kong) Company Limited (“CMAM”)	193,000	0.08%	0.01%	CMAM is a member of the same group of companies as CMB International Capital Limited

Note:

(1) Assuming that the Over-allotment Option is not exercised.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, its consent under paragraph 5(1) of the Placing Guidelines to permit the Company to allocate Offer Shares in the International Offering to the connected clients as set above. The Offer Shares placed to the above connected clients are held by the connected clients on behalf of independent third parties and are in compliance with the Placing Guidelines and all the conditions under the consent granted by the Stock Exchange.

Save as disclosed in the paragraph headed “Cornerstone Investors” and the placees disclosed in the paragraphs headed “Placing of Offer Shares to the Existing Minority Shareholder and/or its close associates with consent under paragraph 5(2) of the Placing Guidelines” and “Connected client placees with consent under paragraph 5(1) of the Placing Guidelines” of this announcement, to the best knowledge, information and belief of the Directors, no Offer Shares placed by or through the Joint Global Coordinators, the Joint Bookrunners or the Underwriters under the Global Offering have been placed with applicants who are core connected persons (as defined in the Listing Rules) or directors of the Company, or to any connected clients (as set out in paragraph 5(1) of the Placing Guidelines), or persons set out in paragraph 5(2) of the Placing Guidelines, whether in their own names or through nominees. The International Offering is in compliance with the Placing Guidelines.

The Directors confirm that (a) no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering; (b) there will not be any new Substantial Shareholder (as defined in the Listing Rules) of the Company immediately after the Global Offering; (c) the number of Shares in public hands will satisfy the minimum percentage as approved by the Stock Exchange; (d) the three largest public Shareholders of the Company do not hold more than 50% of the Shares in public hands at the time of Listing in compliance with Rules 8.08(3) and 8.24 of the Listing Rules; and (e) there will be at least 300 Shareholders at the time of Listing in compliance with Rule 8.08(2) of the Listing Rules.

The Directors confirm that, to the best of their knowledge, save as the placees disclosed in the paragraph headed “Placing of Offer Shares to the Existing Minority Shareholder and/or its close associates with consent under paragraph 5(2) of the Placing Guidelines” in this announcement, (i) none of the Offer Shares subscribed by the placees and the public has been financed directly or indirectly by any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or existing Shareholders of the Company or any of its subsidiaries or their respective close associates, and (ii) none of the placees and the public who has subscribed for the Offer Shares is accustomed to taking instructions from any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or existing Shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its names or otherwise held by him/her/it.

Over-allotment Option

In connection with the Global Offering, the Company has granted the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters), at any time from the Listing Date to Friday, July 23, 2021, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 38,590,000 additional Offer Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Offering to cover the over-allocations in the International Offering, if any. There has been an over-allocation of 38,590,000 Offer Shares in the International Offering and such over-allocation will be settled by exercising the Over-allotment Option in full or in part, or by making purchases in the secondary market at prices that do not exceed the Offer Price, or a combination of these means. In the event the Over-allotment Option is exercised, an announcement will be made on the Company’s website at www.naixuecha.com and on the Stock Exchange’s website at www.hkexnews.hk, respectively. As of the date of this announcement, the Over-allotment Option has not been exercised.

LOCK-UP UNDERTAKINGS

The Company, the Controlling Shareholders, the Pre-IPO Investors and the Cornerstone Investors has given certain undertakings in relation to the issue or disposal of Shares (the “**Lock-up Undertakings**”). The major terms of the Lock-Up Undertakings are set out as follows:

Name	Number of Lock-up Shares held in the Company subject to the Lock-up Undertakings upon Listing	Percentage of shareholding in the Company subject to the Lock-up Undertakings upon Listing ⁽¹⁾	Last day subject to the Lock-up Undertakings
The Company <i>(subject to lock-up obligations pursuant to the Listing Rules and the Hong Kong Underwriting Agreement)</i>	N/A	N/A	December 29, 2021 ⁽²⁾
Controlling Shareholders <i>(subject to lock-up obligations pursuant to the Listing Rules and the Hong Kong Underwriting Agreement)</i>			
Linxin Group, Linxin International, Linxin Holdings, Mr. Zhao Lin and Ms. Peng Xin	977,344,414	56.98%	December 29, 2021 (First Six-Month Period), June 29, 2022 (Second Six-Month Period) ⁽³⁾
Forth Wisdom Limited	91,731,408	5.35%	December 29, 2021 (First Six-Month Period), June 29, 2022 (Second Six-Month Period) ⁽³⁾
Crystal Tide Profits Limited	29,495,144	1.72%	December 29, 2021 (First Six-Month Period), June 29, 2022 (Second Six-Month Period) ⁽³⁾
Pre-IPO Investors <i>(subject to lock-up obligations pursuant to the Listing Rules and the Hong Kong Underwriting Agreement)</i>			
Tiantu Xingli	66,670,287	3.98%	December 29, 2021 ⁽⁴⁾
Chengdu Tiantu	57,060,462	3.33%	December 29, 2021 ⁽⁴⁾
Forever Highness International	12,630,019	0.74%	December 29, 2021 ⁽⁴⁾
Tiantu Dongfeng	13,290,371	0.77%	December 29, 2021 ⁽⁴⁾

Name	Number of Lock-up Shares held in the Company subject to the Lock-up Undertakings upon Listing	Percentage of shareholding in the Company subject to the Lock-up Undertakings upon Listing ⁽¹⁾	Last day subject to the Lock-up Undertakings
Tiantu Xingnan	19,936,188	1.16%	December 29, 2021 ⁽⁴⁾
Tiantu Xingpeng	33,227,189	1.94%	December 29, 2021 ⁽⁴⁾
SCGC Capital	19,395,844	1.13%	December 29, 2021 ⁽⁴⁾
FSJC Ventures	12,096,824	0.70%	December 29, 2021 ⁽⁴⁾
GDHT Ventures	16,935,553	0.99%	December 29, 2021 ⁽⁴⁾
HLC	12,385,343 ⁽⁵⁾	0.72% ⁽⁵⁾	December 29, 2021 ⁽⁴⁾
PAGAC Nebula	90,622,345	5.28%	December 29, 2021 ⁽⁴⁾

Cornerstone Investors (subject to lock-up obligations pursuant to the Cornerstone Investment Agreements)

UBS Funds	19,595,000	1.14%	December 29, 2021 ⁽⁴⁾
CUAM	17,635,500	1.03%	December 29, 2021 ⁽⁴⁾
GF Fund	11,757,000	0.69%	December 29, 2021 ⁽⁴⁾
China Southern	7,838,000	0.46%	December 29, 2021 ⁽⁴⁾
Grand Rejuvenation	3,879,500	0.23%	December 29, 2021 ⁽⁴⁾

Notes:

- (1) Based on the assumption that the Over-Allotment Option is not exercised.
- (2) The Company may issue Shares without any lock-up obligation after the indicated date.
- (3) Each of the Controlling Shareholders shall not (a) dispose of or transfer Shares during the First Six-Month Period; and (b) dispose of or transfer Shares during the Second Six-Month Period if immediately following such disposal the Controlling Shareholder would cease to be a Controlling Shareholder of the Company.
- (4) The Pre-IPO Investors and the Cornerstone Investors may dispose of or transfer Shares without any lock-up obligation after the indicated date.
- (5) Based on the Shares held by HLC as a Pre-IPO investor and without taking into account of Shares placed to HLC during the Global Offering.

BASIS OF ALLOCATION UNDER THE HONG KONG PUBLIC OFFERING

Subject to the satisfaction of the conditions set out in the paragraph headed “Structure of the Global Offering – Conditions of the Hong Kong Public Offering” in the Prospectus, 642,033 valid applications made by the public through the **White Form eIPO** service and the **CCASS EIPO** service will be conditionally allocated on the basis set out below:

Number of Shares applied for	Number of valid applications	Basis of allotment/ballot	Approximate percentage allotted of the total number of Shares applied for
POOL A			
500	395,726	31,658 out of 395,726 to receive 500 Shares	8.00%
1,000	38,665	3,171 out of 38,665 to receive 500 Shares	4.10%
1,500	16,952	1,678 out of 16,952 to receive 500 Shares	3.30%
2,000	11,507	1,427 out of 11,507 to receive 500 Shares	3.10%
2,500	29,254	4,432 out of 29,254 to receive 500 Shares	3.03%
3,000	8,642	1,566 out of 8,642 to receive 500 Shares	3.02%
3,500	3,162	664 out of 3,162 to receive 500 Shares	3.00%
4,000	3,657	863 out of 3,657 to receive 500 Shares	2.95%
4,500	3,819	997 out of 3,819 to receive 500 Shares	2.90%
5,000	18,505	5,274 out of 18,505 to receive 500 Shares	2.85%
6,000	7,484	2,515 out of 7,484 to receive 500 Shares	2.80%
7,000	4,411	1,698 out of 4,411 to receive 500 Shares	2.75%
8,000	4,045	1,747 out of 4,045 to receive 500 Shares	2.70%
9,000	4,184	1,996 out of 4,184 to receive 500 Shares	2.65%
10,000	21,794	11,333 out of 21,794 to receive 500 Shares	2.60%
15,000	10,373	7,935 out of 10,373 to receive 500 Shares	2.55%
20,000	8,079	500 Shares	2.50%
25,000	9,383	500 Shares plus 5 out of 9,383 to receive additional 500 Shares	2.00%
30,000	4,012	500 Shares plus 6 out of 4,012 to receive additional 500 Shares	1.67%
35,000	2,049	500 Shares plus 5 out of 2,049 to receive additional 500 Shares	1.43%
40,000	2,419	500 Shares plus 6 out of 2,419 to receive additional 500 Shares	1.25%
45,000	1,744	500 Shares plus 6 out of 1,744 to receive additional 500 Shares	1.11%
50,000	6,184	500 Shares plus 25 out of 6,184 to receive additional 500 Shares	1.00%
60,000	2,056	500 Shares plus 16 out of 2,056 to receive additional 500 Shares	0.84%

Number of Shares applied for	Number of valid applications	Basis of allotment/ballot	Approximate percentage allotted of the total number of Shares applied for
POOL A			
70,000	1,188	500 Shares plus 21 out of 1,188 to receive additional 500 Shares	0.73%
80,000	1,209	500 Shares plus 29 out of 1,209 to receive additional 500 Shares	0.64%
90,000	816	500 Shares plus 21 out of 816 to receive additional 500 Shares	0.57%
100,000	5,277	500 Shares plus 317 out of 5,277 to receive additional 500 Shares	0.53%
200,000	<u>2,404</u>	1,000 Shares	0.50%
	<u><u>629,000</u></u>	Total number of Pool A successful applicants: 125,774	

Number of Shares applied for	Number of valid applications	Basis of allotment/ballot	Approximate percentage allotted of the total number of Shares applied for
POOL B			
300,000	8,191	3,000 Shares plus 4,989 out of 8,191 to receive additional 500 Shares	1.10%
400,000	1,118	4,000 Shares	1.00%
500,000	1,145	4,500 Shares	0.90%
600,000	456	5,000 Shares	0.83%
700,000	229	5,500 Shares	0.79%
800,000	285	6,000 Shares	0.75%
900,000	116	6,500 Shares	0.72%
1,000,000	912	7,000 Shares	0.70%
2,000,000	254	13,000 Shares	0.65%
3,000,000	97	19,000 Shares	0.63%
4,000,000	66	25,000 Shares	0.63%
5,000,000	38	31,000 Shares	0.62%
6,000,000	21	37,000 Shares	0.62%
7,000,000	18	43,000 Shares	0.61%
8,000,000	9	49,000 Shares	0.61%
9,000,000	23	55,000 Shares	0.61%
10,000,000	10	61,000 Shares	0.61%
12,863,500	<u>45</u>	75,500 Shares	0.59%
	<u><u>13,033</u></u>	Total number of Pool B successful applicants: 13,033	

The final number of Offer Shares under the Hong Kong Public Offering is 128,634,500 Offer Shares, representing 50% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option).

RESULTS OF ALLOCATIONS

The results of allocations of the Hong Kong Public Offer Shares under the Hong Kong Public Offering successfully applied for through the **White Form eIPO** service or through the **CCASS EIPO** service, including the Hong Kong identity card numbers, passport numbers, Hong Kong business registration numbers or beneficial owner identification codes of successful applicants (where applicable) and the number of the Hong Kong Public Offer Shares successfully applied for, will be made available at the times and dates and in the manner specified below:

- in the announcement to be posted on the Company's website and the Stock Exchange's website at www.naixuecha.com and www.hkexnews.hk, respectively, by no later than 9:00 a.m. on Tuesday, June 29, 2021. Please note that the list of identification document numbers in this announcement is not a complete list of successful applicants since only successful applicants whose identification document numbers are provided by CCASS are disclosed. Applicants with beneficial names only but not identification document numbers are not disclosed due to personal privacy issue as elaborated below. Applicants who applied for the Shares through their brokers can consult their brokers to enquire about their application results;
- from the designated results of allocations website at www.iporeresults.com.hk (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a "search by ID" function on a 24-hour basis from 8:00 a.m. on Tuesday, June 29, 2021 to 12:00 midnight on Monday, July 5, 2021; and
- from the allocation results telephone enquiry line by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. from Tuesday, June 29, 2021, Wednesday, June 30, 2021, Friday, July 2, 2021 and Monday, July 5, 2021.

This announcement contains a list of identification document numbers. Identification document numbers shown in the section headed "Results of Applications Made by **White Form eIPO**" refer to Hong Kong identity card numbers provided by the applicants whereas those displayed in the section headed "Results of Applications Made by Giving **Electronic Application Instructions** to HKSCC via CCASS" are provided by brokers via CCASS. Therefore, the identification document numbers shown in the two sections are different in nature.

Since applications are subject to personal information collection statements, beneficial owner identification codes displayed in the section headed "Results of Applications Made by Giving **Electronic Application Instructions** to HKSCC via CCASS" are redacted and not all details of applications are disclosed in this announcement.

SHAREHOLDING CONCENTRATION ANALYSIS

A summary of allotment results under the International Offering is set out below:

- subscription and number of Shares held by the top 1, 5, 10, 20 and 25 of the places out of the final International Offer Shares, total Offer Shares and total issued share capital of the Company upon Listing:

Places	Subscription	Aggregate Number of Shares held upon Listing	Subscription as % of final International Offer Shares (assuming no exercise of the Over-allotment Option)	Subscription as % of final International Offer Shares (assuming the Over-allotment Option is exercised in full)	Subscription as % of total Offer Shares (assuming no exercise of the Over-allotment Option)	Subscription as % of total Offer Shares (assuming the Over-allotment Option is exercised in full)	% of total issued share capital upon Listing (assuming no exercise of the Over-allotment Option)	% of total issued share capital upon Listing (assuming the Over-allotment Option is exercised in full)
Top 1	19,595,000	19,595,000	15.23%	11.72%	7.62%	6.62%	1.14%	1.12%
Top 5	68,625,500	68,625,500	53.35%	41.04%	26.67%	23.20%	4.00%	3.91%
Top 10	88,270,000	88,270,000	68.62%	52.79%	34.31%	29.84%	5.15%	5.03%
Top 20	110,917,000	110,917,000	86.23%	66.33%	43.11%	37.49%	6.47%	6.32%
Top 25	119,167,000	119,167,000	92.64%	71.26%	46.32%	40.28%	6.95%	6.80%

- number of Shares held by the top 1, 5, 10, 20 and 25 of all the Shareholders out of the final International Offer Shares, total Offer Shares and total issued share capital of the Company upon Listing:

Shareholders	Subscription	Aggregate Number of Shares held upon Listing	Subscription as % of final International Offer Shares (assuming no exercise of the Over-allotment Option)	Subscription as % of final International Offer Shares (assuming the Over-allotment Option is exercised in full)	Subscription as % of total Offer Shares (assuming no exercise of the Over-allotment Option)	Subscription as % of total Offer Shares (assuming the Over-allotment Option is exercised in full)	% of total issued share capital upon Listing (assuming no exercise of the Over-allotment Option)	% of total issued share capital upon Listing (assuming the Over-allotment Option is exercised in full)
Top 1	-	1,098,570,966 ⁽¹⁾	-	-	-	-	64.1%	62.6%
Top 5	19,595,000	1,447,401,029 ⁽¹⁾	15.2%	11.7%	7.6%	6.6%	84.4%	82.5%
Top 10	61,177,500	1,513,998,891 ⁽¹⁾	47.6%	36.6%	23.8%	20.7%	88.3%	86.3%
Top 20	96,897,000	1,554,754,147 ⁽¹⁾	75.3%	57.9%	37.7%	32.8%	90.6%	88.7%
Top 25	108,407,000	1,566,264,147 ⁽¹⁾	84.3%	64.8%	42.1%	36.6%	91.3%	89.3%

Note:

- (1) The aggregate number of Shares held by Top 1 Shareholder upon Listing includes (i) 977,344,414 Shares directly held by Linxin Group (an investment holding company wholly-owned by Linxin International, which is in turn wholly-owned by Linxin Trust and the beneficiary of which is Linxin Holdings, a holding company ultimately owned as to 50% by Mr. Zhao Lin and 50% by Ms. Peng Xin, respectively), (ii) 91,731,408 Shares directly held by Forth Wisdom Limited (the Company's offshore employee incentive platform for the Equity Incentive Plans), the voting rights held by which were exercised jointly by Mr. Zhao Lin and Ms. Peng Xin, and (iii) 29,495,144 Shares directly held by Crystal Tide Profits Limited (a platform holding Shares for future benefit to employees, advisors and consultants as the Board deems fit), the voting rights held by which were exercised by Ms. Peng Xin.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.