

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, June 21, 2022 (the “**Prospectus**”) issued by TI Cloud Inc. (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States.

The securities may not be offered, sold, pledged or transferred within the United States, except that the Offer Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S. The Company has not intended and does not intend to make any public offer of securities in the United States.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.

Potential investors of the Offer Shares should note that the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their obligations under the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Thursday, June 30, 2022).

In connection with the Global Offering and pursuant to the International Underwriting Agreement, the Company is expected to grant to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), the Over-allotment Option, at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering (being Sunday, July 24, 2022), to require the Company to issue and allot up to 6,529,400 additional Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering, if any.



TI Cloud Inc.
天潤云股份有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 43,530,000 Shares (comprising 24,000,000 New Shares and 19,530,000 Sale Shares, and subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 4,353,200 New Shares (subject to reallocation)
- Number of International Offer Shares** : 39,176,800 Shares (comprising 19,646,800 New Shares and 19,530,000 Sale Shares, and subject to reallocation and the Over-allotment Option)
- Maximum Offer Price** : HK\$13.85 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)
- Nominal value** : US\$0.0001 per Share
- Stock code** : 2167

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



**IMPORTANT NOTICE TO INVESTORS:
FULLY ELECTRONIC APPLICATION PROCESS**

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

The Prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “HKEXnews > New Listings > New Listing Information” section, and our website at www.ti-net.com.cn. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online via the **HK eIPO White Form** service in the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) or at www.hkeipo.hk; or
- (2) apply through the CCASS EIPO service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - (ii) (if you are an existing CCASS Investor Participant) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application online via the **HK eIPO White Form** service for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at +852 3907 7333 on the following dates:

Tuesday, June 21, 2022 – 9:00 a.m. to 9:00 p.m.
Wednesday, June 22, 2022 – 9:00 a.m. to 9:00 p.m.
Thursday, June 23, 2022 – 9:00 a.m. to 9:00 p.m.
Friday, June 24, 2022 – 9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker** or **agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” of the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **HK eIPO White Form** service or CCASS EIPO Service must be for a minimum of 200 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>
	HK\$		HK\$		HK\$		HK\$
200	2,797.91	4,000	55,958.35	60,000	839,375.24	800,000	11,191,669.78
400	5,595.84	5,000	69,947.93	70,000	979,271.11	900,000	12,590,628.51
600	8,393.75	6,000	83,937.52	80,000	1,119,166.98	1,000,000	13,989,587.23
800	11,191.67	7,000	97,927.12	90,000	1,259,062.86	1,500,000	20,984,380.84
1,000	13,989.58	8,000	111,916.70	100,000	1,398,958.73	2,000,000	27,979,174.45
1,200	16,787.50	9,000	125,906.29	200,000	2,797,917.45	2,176,600*	30,449,735.56
1,400	19,585.42	10,000	139,895.88	300,000	4,196,876.17		
1,600	22,383.34	20,000	279,791.75	400,000	5,595,834.89		
1,800	25,181.26	30,000	419,687.62	500,000	6,994,793.62		
2,000	27,979.18	40,000	559,583.49	600,000	8,393,752.34		
3,000	41,968.76	50,000	699,479.37	700,000	9,792,711.06		

* Maximum number of Hong Kong Offer Shares that you may apply for

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

THE LISTING APPLICATION

We have applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to (i) the Global Offering and (ii) any exercise of the Over-allotment Option. Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, June 30, 2022, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, June 30, 2022. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Stock Exchange (www.hkexnews.hk) and on our website (www.ti-net.com.cn), respectively.

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 4,353,200 New Shares (subject to reallocation) in Hong Kong, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering, and
- the International Offering of initially 39,176,800 Shares (comprising 19,646,800 New Shares and 19,530,000 Sale Shares, and subject to reallocation and the Over-allotment Option), representing approximately 90% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18, the Joint Global Coordinators may, at their sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications in Pool A and Pool B under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such allocation is done other than pursuant to the clawback mechanism as described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation”, (i) the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering following such reallocation shall be not more than 8,706,000 Shares, representing approximately 20% of the total number of Offer Shares initially available under the Global Offering, and (ii) the final Offer Price shall be fixed at HK\$12.85 per Offer Share, being the low-end of the indicative Offer Price range set out in the Prospectus.

In connection with the Global Offering and pursuant to the International Underwriting Agreement, the Company is expected to grant to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), the Over-allotment Option, at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering (being Sunday, July 24, 2022), to require the Company to issue and allot up to 6,529,400 additional Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Stock Exchange (www.hkexnews.hk) and on our website (www.ti-net.com.cn), respectively.

PRICING

The Offer Price will not be more than HK\$13.85 per Offer Share and is expected to be not less than HK\$12.85 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Offer Shares are required to pay, on application, the maximum Offer Price of HK\$13.85 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$13.85 per Offer Share.

Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in the Prospectus.

EXPECTED TIMETABLE

Hong Kong Public Offering commences 9:00 a.m. on Tuesday,
June 21, 2022

Latest time to complete electronic applications under the
HK eIPO White Form service through one of the below ways:

- (1) the **IPO App**, which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp
- (2) the designated website at www.hkeipo.hk. 11:30 a.m. on Friday,
June 24, 2022

Application lists open 11:45 a.m. on Friday,
June 24, 2022

Latest time for (a) completing payment for **HK eIPO White Form** applications by effecting internet banking transfer(s) or PPS payment transfer(s) and (b) giving **electronic application instructions** to HKSCC 12:00 noon on Friday,
June 24, 2022

Application lists close 12:00 noon on Friday,
June 24, 2022

Expected Price Determination Date Friday,
June 24, 2022

Announcement of (1) the Offer Price, (2) the level of indications of interest in the International Offering, (3) the level of applications in the Hong Kong Public Offering and (4) the basis of allocations of the Hong Kong Offer Shares at the website of the Stock Exchange at www.hkexnews.hk and our website at www.ti-net.com.cn on or before Wednesday,
June 29, 2022

An announcement of results of allocations in the Hong Kong Public Offering (including successful applicants’ identification document numbers, where appropriate) will be available through a variety of channels (including the website of the Stock Exchange at www.hkexnews.hk and our website at www.ti-net.com.cn (see “How to Apply for Hong Kong Offer Shares – 12. Publication of Results”) from Wednesday,
June 29, 2022

Results of allocations in the Hong Kong Public Offering will be available at the “IPO Results” function in the **IPO App** or at www.hkeipo.hk/IPOResult (or www.tricor.com.hk/ipo/result) with a “search by ID/Business Registration Number” function from Wednesday, June 29, 2022

Share certificates in respect of wholly or partially successful applications to be despatched or deposited into CCASS on or before. Wednesday, June 29, 2022

HK eIPO White Form e-Auto Refund payment instructions/refund cheques in respect of wholly or partially unsuccessfully applications to be despatched on or before. Wednesday, June 29, 2022

Dealings in the Shares on the Stock Exchange expected to commence at 9:00 a.m. on Thursday, June 30, 2022

Note: Unless otherwise stated, all dates and times refer to Hong Kong dates and times.

SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangements as such arrangements may affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

HK eIPO White Form service

You may submit your application to the **HK eIPO White Form** Service Provider through the **IPO App** or on the designated website at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, June 21, 2022 until 11:30 a.m. on Friday, June 24, 2022 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, June 24, 2022 or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – 11. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

CCASS EIPO

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:⁽¹⁾

Tuesday, June 21, 2022	–	9:00 a.m. to 8:30 p.m.
Wednesday, June 22, 2022	–	8:00 a.m. to 8:30 p.m.
Thursday, June 23, 2022	–	8:00 a.m. to 8:30 p.m.
Friday, June 24, 2022	–	8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, June 21, 2022 until 12:00 noon on Friday, June 24, 2022 (24 hours daily, except on Friday, June 24, 2022, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, June 24, 2022, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – 11. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage fee, SFC transaction levy, FRC transaction levy and the Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Wednesday, June 29, 2022.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

Note:

- (1) The times in this subsection are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing Participants, CCASS Custodian Participants and/or CCASS Investor Participants.

PUBLICATION OF RESULTS

We expect to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Wednesday, June 29, 2022 on our website at www.ti-net.com.cn and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares – 12. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$13.85 per Offer Share (excluding brokerage fee, SFC transaction levy, FRC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering – Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, SFC transaction levy, FRC transaction levy and the Stock Exchange trading fee, will be refunded, without interest.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Thursday, June 30, 2022, provided that the Global Offering has become unconditional in all respects at or before that time. Investors who trade Shares on the basis of publicly available allocation details or prior to the receipt of the Share certificates or prior to the Share certificates becoming valid do so entirely at their own risk.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Thursday, June 30, 2022 (Hong Kong time), dealings in the Shares are expected to commence at 9:00 a.m. on Thursday, June 30, 2022 (Hong Kong time). The Shares will be traded in board lots of 200 Shares each. The stock code of the Shares is 2167.

By order of the Board
TI Cloud Inc.
天润云股份有限公司
Mr. Wu Qiang
Chairman

Hong Kong, June 21, 2022

As at the date of this announcement, the executive Directors are Mr. WU Qiang, Mr. PAN Wei, Mr. LI Jin and Mr. AN Jingbo, and the independent non-executive Directors are Ms. WENG Yang, Mr. LI Pengtao and Mr. LI Zhiyong.