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*Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated June 23, 2022 (the “**Prospectus**”) issued by ClouDr Group Limited (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 or 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 or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. 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 securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold (1) solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.*

*In connection with the Global Offering, Morgan Stanley Asia 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 sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing action is required to be brought to an end on Thursday, July 28, 2022, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilizing 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 begins on the Listing Date and is expected to expire on the 30th day after the last day for the lodging of 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.



ClouDr Group Limited

智雲健康科技集團*

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 19,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 1,900,000 Shares (subject to reallocation)
Number of International Offer Shares	: 17,100,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price	: HK\$30.50 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and FRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars, subject to refund)
Nominal value	: US\$0.0001 per Share
Stock code	: 9955

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners, and Joint Lead Managers

Morgan Stanley

J.P.Morgan

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunner and Joint Lead Manager



* For identification purpose only

Your application through the **HK eIPO White Form** service or the **CCASS EIPO** service must be for a minimum of 100 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.

No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$
100	3,080.73	2,000	61,614.79	10,000	308,073.95	300,000	9,242,218.28
200	6,161.48	2,500	77,018.48	20,000	616,147.89	400,000	12,322,957.70
300	9,242.22	3,000	92,422.19	30,000	924,221.83	500,000	15,403,697.13
400	12,322.96	3,500	107,825.88	40,000	1,232,295.77	600,000	18,484,436.55
500	15,403.69	4,000	123,229.57	50,000	1,540,369.72	700,000	21,565,175.98
600	18,484.44	4,500	138,633.28	60,000	1,848,443.66	800,000	24,645,915.40
700	21,565.18	5,000	154,036.98	70,000	2,156,517.60	950,000 ⁽¹⁾	29,267,024.54
800	24,645.92	6,000	184,844.36	80,000	2,464,591.54		
900	27,726.65	7,000	215,651.76	90,000	2,772,665.49		
1,000	30,807.40	8,000	246,459.16	100,000	3,080,739.43		
1,500	46,211.10	9,000	277,266.55	200,000	6,161,478.85		

Note:

(1) Maximum number of Hong Kong Offer Shares 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 Listing Committee for the listing of, and permission to deal in, our Shares in issue (including the shares on conversion of the Preferred Shares); our Shares to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and our Shares which may be issued pursuant to the Post-IPO Share Award Scheme.

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 1,900,000 Offer Shares (subject to reallocation) in Hong Kong, representing 10% of the total number of Offer Shares initially available under the Global Offering; and
- the International Offering of initially 17,100,000 Offer Shares (subject to reallocation and the Over-allotment Option), representing 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, the Joint Representatives may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation 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” in the Prospectus, 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 double the initial allocation to the Hong Kong Public Offering (i.e. 3,800,000 Offer Shares), representing 20% of the total number of Offer Shares initially available under the Global Offering.

Under the International Underwriting Agreement, we expect to grant to the International Underwriters, the Over-allotment Option exercisable by the Joint Representatives (for themselves and on behalf of the International Underwriters) at any time from the Listing Date until Thursday, July 28, 2022, being 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, pursuant to which the Company may be required to issue up to an aggregate of 2,850,000 additional Offer Shares, representing not more than 15% of the number of 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.cloudr.cn).

PRICING

The Offer Price will be HK\$30.50 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants under the Hong Kong Public Offering are required to pay, on application, the Offer Price of HK\$30.50 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.005%.

EXPECTED TIMETABLE

Hong Kong Public Offering commences 9:00 a.m. on
Thursday, June 23, 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
Tuesday, June 28, 2022

Application lists open 11:45 a.m. on
Tuesday, June 28, 2022

Latest time for (a) completing payment for
the **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
Tuesday, June 28, 2022

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.

Application lists close. 12:00 noon on
Tuesday, June 28, 2022

Announcement of 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 our website at www.cloudr.cn and
the website of the Stock Exchange at
www.hkexnews.hk on or before. Tuesday, July 5, 2022

The results of allocations in the Hong Kong
Public Offering (with successful applicants’
identification document numbers, where
appropriate) to be available through a
variety of channels, including:

- in the announcement to be posted on our
website and the website of the
Stock Exchange at www.cloudr.cn and
www.hkexnews.hk respectively from Tuesday, July 5, 2022
- from the “IPO Results” function in the
IPO App or the designated results of allocations
website at www.hkeipo.hk/IPOResults or
www.tricor.com.hk/ipo/result with a
“search by ID” function from. 8:00 a.m. on
Tuesday, July 5, 2022
12:00 midnight on
Monday, July 11, 2022
- from the allocation results telephone
enquiry line by calling +852 3691 8488
between 9:00 a.m. and 6:00 p.m. from. Tuesday, July 5, 2022 to
Friday, July 8, 2022

Share certificates in respect of wholly or
partially successful applications to be dispatched
or deposited into CCASS on or before Tuesday, July 5, 2022

HK eIPO White Form e-Auto Refund

payment instructions/refund checks in respect of wholly or partially successful applications (if applicable) or wholly or partially unsuccessful applications to be

dispatched on or before Tuesday, July 5, 2022

Dealings in the Shares on the

Stock Exchange expected to commence at 9:00 a.m. on
Wednesday, July 6, 2022

Note: All dates and times refer to Hong Kong local times and date.

SETTLEMENT

Subject to the granting of the 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 arrangement as such arrangements may affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

HK eIPO White Form service

You may submit your application through the **HK eIPO White Form** service in the **IPO App** or on the designated website at www.hkeipo.hk (24 hours daily, except on the last day for applications) from 9:00 a.m. on Thursday, June 23, 2022 until 11:30 a.m. on Tuesday, June 28, 2022 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, June 28, 2022, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — C. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

CCASS EIPO service

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

Thursday, June 23, 2022 — 9:00 a.m. to 8:30 p.m.
Friday, June 24, 2022 — 8:00 a.m. to 8:30 p.m.
Monday, June 27, 2022 — 8:00 a.m. to 8:30 p.m.
Tuesday, June 28, 2022 — 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, June 23, 2022 until 12:00 noon on Tuesday, June 28, 2022 (24 hours daily, except on Tuesday, June 28, 2022, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, June 28, 2022, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — C. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

The times in this sub-section 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.

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 fees, 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 Tuesday, July 5, 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.

Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, in the IPO App and on the designated website (www.hkeipo.hk) for the HK eIPO White Form service.

PUBLICATION OF RESULTS

We expect to announce 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 Tuesday, July 5, 2022 on our website at www.cloudr.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/certificate of incorporation numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and dates and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — D. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section headed “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, SFC transaction levy, FRC transaction levy and Stock Exchange trading fee, will be refunded, without interest.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Wednesday, July 6, 2022 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for Termination” section in the Prospectus has not been exercised.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Wednesday, July 6, 2022 (Hong Kong time), dealings in the Shares are expected to commence at 9:00 a.m. on Wednesday, July 6, 2022 (Hong Kong time). The Shares will be traded in board lots of 100 Shares each. The stock code of the Shares is 9955.

By order of the Board
ClouDr Group Limited
Mr. Kuang Ming
Chairman and Executive Director

Hong Kong, June 23, 2022

As at the date of this announcement, the board of directors of the Company comprises Mr. Kuang Ming as the executive Director, Mr. Lee Kar Chung Felix as the non-executive Director, and Dr. Hong Weili, Mr. Zhang Saiyin and Mr. Ang Khai Meng as the independent non-executive Directors.