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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 Tuesday, June 21, 2022 (the “**Prospectus**”) issued by TI Cloud Inc. (the “**Company**”). This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities of the Company. This announcement is not a prospectus. 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 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) or to any person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended from time to time, (the “**U.S. Securities Act**”)) (“**U.S. Persons**”) or any other jurisdiction where such distribution is prohibited by law. 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 jurisdictions. The Offer Shares have not been and will not be registered under 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 has not been and it is not currently intended for there to be any public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold solely outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.



**TI Cloud Inc.**

**天潤云股份有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2167)**

## **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

### **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Joint Global Coordinators for themselves and on behalf of the International Underwriters on Sunday, July 24, 2022 in respect of an aggregate of 400 Shares (the “**Over-allotment Shares**”), representing approximately 0.00092% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return to Xinyun Inc. of part of the 6,529,400 borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

The Over-allotment Shares will be allotted and issued by the Company at HK\$12.85 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

### **STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

The Company further announces that the stabilization period in connection with the Global Offering ended on Sunday, July 24, 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Further information in relation to the stabilization actions undertaken by China International Capital Corporation Hong Kong Securities Limited, the Stabilizing Manager, or any person acting for it, during the stabilization period, is set out below.

### **PUBLIC FLOAT**

The Company continues to comply with the public float requirement under Rule 8.08(1) of the Listing Rules.

### **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Joint Global Coordinators for themselves and on behalf of the International Underwriters on Sunday, July 24, 2022 in respect of an aggregate of 400 Shares, representing approximately 0.00092% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return to Xinyun Inc. of part of the 6,529,400 borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

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### **APPROVAL FOR LISTING**

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on Wednesday, July 27, 2022 (Hong Kong time).

## SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION OF THE PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The shareholding structure of the Company immediately before and immediately after completion of the partial exercise of the Over-allotment Option is as follows:

	Immediately before completion of the partial exercise of the Over-allotment Option		Immediately after completion of the partial exercise of the Over-allotment Option	
	Number of issued Shares	Approximate % of the Company's issued share capital	Number of issued Shares	Approximate % of the Company's issued share capital
Xinyun Inc. <sup>(1)</sup>	37,500,000	21.55%	37,500,000	21.55%
EastUp Holding Limited <sup>(1)</sup>	22,500,000	12.93%	22,500,000	12.93%
Fortune Ascend Holdings Ltd. <sup>(2)</sup>	17,415,000	10.01%	17,415,000	10.01%
Connect The Unconnected Limited <sup>(3)</sup>	13,500,000	7.76%	13,500,000	7.76%
Technolo-Jin CO., LTD <sup>(4)</sup>	8,370,000	4.81%	8,370,000	4.81%
Flyflux Holding Limited <sup>(5)</sup>	4,635,000	2.66%	4,635,000	2.66%
TI YUN Limited <sup>(6)</sup>	26,550,000	15.26%	26,550,000	15.26%
Cornerstone Investors <sup>(7)</sup>	14,070,000	8.09%	14,070,000	8.09%
Other public Shareholders	29,460,000	16.93%	29,460,400	16.93%
<b>Total</b>	<b>174,000,000</b>	<b>100.00%</b>	<b>174,000,400</b>	<b>100.00%</b>

### Notes:

- (1) As of the date of this announcement, Xinyun Inc. and EastUp Holding Limited are wholly owned by Hanyun Inc., which is in turn wholly owned by Mr. Wu.
- (2) As of the date of this announcement, Fortune Ascend Holdings Ltd. is held by Mr. Tian as to 94%. Fortune Ascend Holdings Ltd. is also indirectly held as to 2%, 2% and 2% by Mr. E, Mr. Yang and Ms. Ng, respectively. Therefore, Mr. Tian are deemed to be interested in the Shares held by Fortune Ascend Holdings Ltd. under the SFO.
- (3) As of the date of this announcement, Connect The Unconnected Limited is directly wholly owned by Mr. Pan.
- (4) As of the date of this announcement, Technolo-Jin CO., LTD is directly wholly owned by Mr. Li.
- (5) As of the date of this announcement, Flyflux Holding Limited is directly wholly owned by Mr. An.
- (6) TI YUN Limited is a special purpose vehicle established as a nominee to hold in trust for the Shares underlying the Share Incentive Plan. Please refer to section headed "History, Reorganization and Corporate Structure" of the Prospectus for details.
- (7) This refers to all the Cornerstone Investors as set out in the section headed "Cornerstone Investors" of the Prospectus. The shareholding of each of the Cornerstone Investors immediately before the allotment of the Over-allotment Shares have been set out in the Company's announcement of the allotment results dated Wednesday, June 29, 2022. The Over-allotment Shares to be issued by the Company will not affect the number of Shares held by each of the Cornerstone Investors, but will have a dilutive effect on the shareholding of the Cornerstone Investors on a *pro rata* basis.

## **USE OF PROCEEDS**

The Company will receive additional net proceeds of approximately HK\$5,000 (after deducting the underwriting commissions and other estimated expenses payable by the Company in connection with the partial exercise of the Over-allotment Option) for the 400 Shares to be issued and allotted following the partial exercise of the Over-allotment Option. The additional net proceeds will be used by the Company for the purposes and in the proportions as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

## **STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Global Offering ended on Sunday, July 24, 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. The stabilizing actions undertaken by China International Capital Corporation Hong Kong Securities Limited, the Stabilizing Manager, or any person acting for it, during the stabilization period are set out below:

- (i) over-allocations of an aggregate of 6,529,400 Shares under the International Offering, representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 6,529,400 Shares from Xinyun Inc. pursuant to the Stock Borrowing Agreement to cover over-allocation under the International Offering;
- (iii) successive purchases of an aggregate of 6,529,000 Shares in the price range of HK\$12.81 to HK\$12.84 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period, representing approximately 14.99885% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The last purchase made by the Stabilizing Manager or any person acting for it, on the market during the course of the stabilization period was on Friday, July 22, 2022 at the price of HK\$12.84 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%);

- (iv) the partial exercise of the Over-allotment Option by the Joint Global Coordinators for themselves and on behalf of the International Underwriters on Sunday, July 24, 2022 in respect of an aggregate of 400 Shares, representing approximately 0.00092% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at HK\$12.85 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering, to facilitate the return to Xinyun Inc. of the remaining part of the 6,529,400 borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering;
- (v) there had been no sale of any Shares on the market for the purpose of price stabilization by the Stabilization Manager during the stabilization period; and
- (vi) the portion of the Over-allotment Option which has not been exercised by the Joint Global Coordinators for themselves and on behalf of the International Underwriters lapsed on Sunday, July 24, 2022.

## **PUBLIC FLOAT**

The Directors confirm that, immediately after the end of the stabilization period and the completion of the partial exercise of the Over-allotment Option, the issued share capital of the Company which are held by the public continues to satisfy the minimum percentage requirement of 25.0% as prescribed in Rule 8.08(1) of the Listing Rules.

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

Hong Kong, July 24, 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.*