

ANNOUNCEMENT OF OFFER PRICE AND ALLOTMENT RESULTS

SUMMARY

Offer Price

- The Offer Price has been determined at HK\$0.50 per Offer Share (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%).

Net Proceeds from the Global Offering

- Based on the Offer Price of HK\$0.50 per Offer Share, the net proceeds from the Global Offering to be received by the Company, after deducting the underwriting commission and other expenses paid and payable by the Company in connection with the Global Offering, are estimated to be approximately HK\$76.7 million. The Company intends to apply such net proceeds in the manner as set out in the section headed “Net Proceeds from the Global Offering” in this announcement.
- As no over-allocation of International Placing Shares has been made, the Over-allotment Option has not been and will not be exercised, and no additional proceeds are expected to be received by the Company in this connection.

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

- The Hong Kong Offer Shares initially offered under the Hong Kong Public Offering have been very significantly over-subscribed. A total of 17,571 valid applications have been received pursuant to the Hong Kong Public Offering through the **HK eIPO White Form** service and through the **CCASS EIPO** service for a total of 1,280,560,000 Hong Kong Offer Shares, representing approximately 51.22 times of the total number of 25,000,000 Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering.
- As over-subscription in the Hong Kong Public Offering represents more than 50 times but less than 100 times of the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, the reallocation procedure as described in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus has been applied, and 75,000,000 Offer Shares have been reallocated from the International Placing to the Hong Kong Public Offering. The final number of Hong Kong Offer Shares available under the Hong Kong Public Offering is 100,000,000 Shares, representing 40% of the total number of Offer Shares initially available under the Global Offering, and being allocated to 6,784 successful applicants under the Hong Kong Public Offering, 5,843 of which have been allocated one board lot of Shares.

International Placing

- The International Placing Shares initially offered under the International Placing have been slightly over-subscribed, representing approximately 1.19 times of the total number of Offer Shares initially available under the International Placing. As over-subscription in the Hong Kong Public Offering represents more than 50 times but less than 100 times of the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, the reallocation procedure as described in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus has been applied, and 75,000,000 Offer Shares have been reallocated from the International Placing to the Hong Kong Public Offering. After reallocation of the Offer Shares to the Hong Kong Public Offering from the International Placing, the final number of International Placing Shares available under the International Placing is 150,000,000 Shares, representing 60% of the total number of Offer Shares initially available under the Global Offering.
- There are a total of 136 places under the International Placing. No over-allocation of International Placing Shares has been made. A total of 93 places have been allotted five board lots of International Placing Shares or less, representing approximately 68.4% of the total number of places under the International Placing. These places have been allotted approximately 0.28% of the International Placing Shares initially available under the International Placing.
- The Directors confirm that none of the places under the International Placing will be placed more than 10% of the enlarged issued share capital of the Company immediately following completion of the Capitalization Issue and the Global Offering. Accordingly, the Directors confirm that none of the places will become a substantial shareholder of the Company immediately following completion of the International Placing, and there will not be any new substantial shareholder of the Company immediately following completion of the Capitalization Issue and the Global Offering.

Cornerstone Investor

- Based on the Offer Price of HK\$0.50 per Offer Share (excluding brokerage fee of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) and pursuant to the Cornerstone Investment Agreement, the Cornerstone Investor has subscribed for a total of 60,000,000 Offer Shares, representing (a) approximately 6.0% of the total issued share capital of the Company immediately upon completion of the Global Offering; and (b) approximately 24.0% of the number of Offer Shares under the Global Offering. Please refer to the section headed “Cornerstone Investor” in the Prospectus for further details of the Cornerstone Investor.

Compliance with Placing Guidelines

- To the best knowledge, information and belief of the Directors, no Offer Shares placed by or through the Sole Overall Coordinator, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers or the Underwriters under the Global Offering have been placed with applicants who are core connected persons (as defined in the Listing Rules) of the Company, Directors 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 Placing is in compliance with the Placing Guidelines.
- The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by public Shareholders in the Hong Kong Public Offering and places in the International Placing has been financed directly or indirectly by the Company, the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders of the Company, existing Shareholders of the Company or any of their subsidiaries or their respective close associates; (ii) no rebate has been, directly or indirectly, provided by the Company, the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders of the Company, existing Shareholders of the Company or syndicate members to any public Shareholders in the Hong Kong Public Offering or places in the International Placing; (iii) none of the public Shareholders in the Hong Kong Public Offering and places in the International Placing who has subscribed for the Offer Shares is accustomed to taking instructions from the Company, the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders of the Company, existing Shareholders of the Company or any of their 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; (iv) the consideration payable by the public Shareholders in the Hong Kong Public Offering and places in the International Placing for each Share subscribed for or purchased by them is the same as the final Offer Price as determined by the Company, in addition to brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%; and (v) there is no side agreement or arrangement between the Company, any of the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders of the Company, existing Shareholders of the Company or any of their subsidiaries or their respective close associates, on one hand, and the public subscribers or the placee who has subscribed for the Offer Shares, on the other hand.

Over-allotment Option

- In connection with the Global Offering, the Company has granted the Over-allotment Option to the International Underwriters, exercisable by the Sole Overall Coordinator (for itself and on behalf of the International Underwriters) and the Sole Global Coordinator pursuant to the International Underwriting Agreement at any time from the Listing Date to the 30th day from the last day for lodging applications under the Hong Kong Public Offering, being Friday, January 6, 2023, to require the Company to allot and issue up to an aggregate of 37,500,000 additional Shares (representing 15% of the Offer Shares initially available under the Global Offering) at the Offer Price, to cover over-allocations in the International Placing, if any.

- No over-allocation of International Placing Shares has been made. Accordingly, the Stock Borrowing Agreement has not been and will not be entered into, and the Over-allotment Option has not been and will not be exercised. No stabilization activities as described in the Prospectus are expected to take place during the stabilization period (which will begin on the Listing Date and end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering, i.e. Friday, January 6, 2023).
- The Company will ensure or procure that a public announcement in compliance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong) will be issued within seven days after the end of the stabilizing period.

Lock-up Undertakings

- Each of the Company, the Controlling Shareholders and the Cornerstone Investor are subject to certain lock-up undertakings as set out in the section headed “Lock-up Undertakings” in this announcement.

Shareholding Concentration Analysis

- We set out a shareholding concentration analysis based on the allotment results under the Global Offering. Please refer to the section headed “Shareholding Concentration Analysis” of this announcement for further details.

Results of Allocation

- The level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocations of the Hong Kong Offer Shares will be published on Wednesday, December 14, 2022 on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at bywheel.com.
- The results of allocations of the Hong Kong Offer Shares under the Hong Kong Public Offering successfully applied for through the **HK eIPO White Form** service or through the **CCASS EIPO** service, including the Hong Kong identity card/passport/Hong Kong business registration/certificate of incorporation numbers of successful applicants, and the number of Hong Kong Offer Shares successfully applied for, will be available at the times and dates and in the manner specified below:
 - in the announcement to be posted on the Company’s website at bywheel.com and the Stock Exchange’s website at www.hkexnews.hk by no later than 8:00 a.m. on Wednesday, December 14, 2022;
 - from “IPO Results” function in the **IPO App** or the designated results of allocations website at www.tricor.com.hk/ipo/result or www.hkeipo.hk/IPOResult with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Wednesday, December 14, 2022 to 12:00 midnight on Tuesday, December 20, 2022; and
 - from the allocation results telephone enquiry line by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m. on Wednesday, December 14, 2022 to Monday, December 19, 2022 on a business day (excluding Saturday, Sunday and public holidays in Hong Kong).

- This announcement contains a list of identification document numbers. Identification document numbers shown in the section headed “Results of Applications Made by **HK eIPO White Form**” in this announcement refer to Hong Kong identity card numbers/passport numbers/Hong Kong business registration numbers/certificate of incorporation numbers/beneficial owner identification codes (if such applications are made by nominees as agent for the benefit of another person) whereas those displayed in the section headed “Results of Applications Made by Giving **Electronic Application Instructions** to HKSCC via CCASS” in this announcement are provided by CCASS Participants via CCASS. Therefore, the identification document numbers shown in the two sections are different in nature. Please note that the list of identification document numbers set out in this announcement may not be a complete list of successful applicants since only successful applicants whose identification document numbers are provided to HKSCC by CCASS participants 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 Hong Kong Offer Shares through their brokers can consult their brokers to enquire about their application results.
- Since applications are subject to personal information collection statements, beneficial owner identification codes displayed in the sections headed “Results of Applications Made by **HK eIPO White Form**” and “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-Auto Refund Payment Instructions/Refund Cheques

- Applicants who applied for 1,000,000 Hong Kong Offer Shares or more through the **HK eIPO White Form** service and who have been wholly successfully or partially successfully allocated Hong Kong Offer Shares and are eligible to collect the Share certificates in person may collect the Share certificates from the Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Wednesday, December 14, 2022 or any other place or date notified by the Company as the place or date of despatch/collection of Share certificates/e-Auto Refund payment instructions/refund cheques.
- Applicants being individuals who are eligible for personal collection cannot authorize any other person to make collection on their behalf. Corporate applicants which are eligible for personal collection must attend by their authorised representatives bearing letters of authorisation from their corporations stamped with the corporations’ chops. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited.
- Share certificates for Hong Kong Offer Shares allotted to applicants who applied for less than 1,000,000 Hong Kong Offer Shares through the **HK eIPO White Form** service are expected to be despatched to those entitled to the addresses specified in the relevant application instructions by ordinary post at their own risk on or before Wednesday, December 14, 2022.

- Share certificates for Hong Kong Offer Shares allotted to applicants who applied through the **HK eIPO White Form** service, which are either not available for personal collection, or which are available but are not collected in person within the time specified for collection, are expected to be despatched by ordinary post to those entitled to the addresses specified in the relevant applications at their own risk on or before Wednesday, December 14, 2022.
- 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 Wednesday, December 14, 2022.
- Applicants who applied through a designated CCASS Participant (other than a CCASS Investor Participant) should check the number of Hong Kong Offer Shares allocated to them and the amount of refund monies payable to them with that CCASS Participant.
- Applicants who applied as a CCASS Investor Participant by giving electronic application instructions to HKSCC via CCASS should check and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, December 14, 2022 or such other date as shall be determined by HKSCC or HKSCC Nominees. Applicants who applied as a CCASS Investor Participant by giving **electronic application instructions** to HKSCC via CCASS may also check the results of their applications and the amount of refund monies payable to them via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). Immediately following the credit of the Hong Kong Offer Shares to the CCASS Investor Participants stock accounts and the credit of the refund monies to their respective designated bank account (if any), HKSCC will also make available to the CCASS Investor Participants an activity statement showing the number of the Hong Kong Offer Shares credited to their stock accounts and the amount of refund monies (if any) credited to their respective designated bank account.
- Applicants who applied through the **HK eIPO White Form** service and paid the application monies through a single bank account, refund monies (if any) will be despatched to their application payment bank account in the form of e-Auto Refund payment instructions on Wednesday, December 14, 2022. Applicants who applied through the **HK eIPO White Form** service and paid the application monies through multiple bank accounts, will have refund monies (if any) despatched to the addresses specified in their applications instructions, in the form of refund cheque(s) in favour of the applicant (or, in the case of joint applications, the first-named applicant), by ordinary post at their own risk on or before Wednesday, December 14, 2022.
- Refund monies (if any) for applicants who 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 broker or custodian on Wednesday, December 14, 2022.

- Share certificates will only become valid evidence of title at 8:00 a.m. (Hong Kong time) on Thursday, December 15, 2022 provided that the Global Offering has become unconditional in all respects at or before that time and the right of termination as 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

- The Directors confirm that immediately after the Global Offering, (i) at least 25% of the Company’s enlarged issued share capital would be held by the public hands in compliance with Rule 8.08(1) of the Listing Rules; (ii) no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company; (iii) there will not be any new substantial shareholder (as defined in the Listing Rules) of the Company; (iv) the three largest public Shareholders do not hold more than 50% of the shares held in public hands at the time of the Listing in compliance with Rules 8.08(3) and 8.24 of the Listing Rules; and (v) there will be at least 300 Shareholders at the time of the Listing in compliance with Rule 8.08(2) of the Listing Rules.

Commencement of Dealings

- Assuming that the Global Offering becomes unconditional in all respects at or before 8:00 a.m. (Hong Kong time) on Thursday, December 15, 2022, dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, December 15, 2022. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 2457.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should beware of the risks that the price of the Shares could fluctuate significantly 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\$0.50 per Offer Share (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%).

NET PROCEEDS FROM THE GLOBAL OFFERING

Based on the Offer Price of HK\$0.50 per Offer Share, the net proceeds from the Global Offering to be received by the Company, after deducting the underwriting commission and other expenses paid and payable by the Company in connection with the Global Offering, are estimated to be approximately HK\$76.7 million.

The Company intends to apply such net proceeds as follows:

- approximately 57.0% (approximately HK\$43.7 million or RMB38.2 million) will be used for the expansion of the Group's production capacity, including purchase of new equipment for the production of aluminum alloy automobile wheels;
- approximately 36.2% (approximately HK\$27.8 million or RMB24.2 million) will be used for the construction of a new manufacturing facility, warehouse and other supporting facilities to accommodate the Group's expansion of production capacity; and
- approximately 6.8% (approximately HK\$5.2 million or RMB4.5 million) will be used for the design, development and testing of the Group's new molds and prototypes.

As no over-allocation of International Placing Shares has been made, the Over-allotment Option has not been and will not be exercised, and no additional proceeds are expected to be received by the Company in this connection.

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 Offer Shares initially offered 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, December 7, 2022, a total of 17,571 valid applications have been received pursuant to the Hong Kong Public Offering through the **HK eIPO White Form** service and through the **CCASS EIPO** service for a total of 1,280,560,000 Hong Kong Offer Shares, representing approximately 51.22 times of the total number of 25,000,000 Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering, among which:

- 17,514 valid applications in respect of a total of 734,060,000 Hong Kong Offer Shares were for the Hong Kong Public Offering with an aggregate subscription amount based on the maximum Offer Price of HK\$0.60 per Offer Share (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) of HK\$5 million or less (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.005%), representing approximately 58.72 times of the 12,500,000 Hong Kong Offer Shares initially comprised in Pool A; and

- 57 valid applications in respect of a total of 546,500,000 Hong Kong Offer Shares were for the Hong Kong Public Offering with an aggregate subscription amount based on the maximum Offer Price of HK\$0.60 per Offer Share (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) of more than HK\$5 million, representing 43.72 times of the 12,500,000 Hong Kong Offer Shares initially comprised in Pool B.

13 multiple applications or suspected multiple applications have been identified and rejected. No application has been rejected due to dishonored payment. No application has been rejected due to invalid application. No application for more than 12,500,000 Hong Kong Offer Shares (being 50% of the Hong Kong Offer Shares initially available under the Hong Kong Public Offering) has been identified.

As over-subscription in the Hong Kong Public Offering represents more than 50 times but less than 100 times of the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, the reallocation procedure as described in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus has been applied, and 75,000,000 Offer Shares have been reallocated from the International Placing to the Hong Kong Public Offering. The final number of Hong Kong Offer Shares available under the Hong Kong Public Offering is 100,000,000 Shares, representing 40% of the total number of Offer Shares initially available under the Global Offering, and being allocated to 6,784 successful applicants under the Hong Kong Public Offering, 5,843 of which have been allocated one board lot of Shares.

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

INTERNATIONAL PLACING

The International Placing Shares initially offered under the International Placing have been slightly over-subscribed, representing approximately 1.19 times of the total number of Offer Shares initially available under the International Placing. As over-subscription in the Hong Kong Public Offering represents more than 50 times but less than 100 times of the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, the reallocation procedure as described in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus has been applied, and 75,000,000 Offer Shares have been reallocated from the International Placing to the Hong Kong Public Offering. After reallocation of the Offer Shares to the Hong Kong Public Offering from the International Placing, the final number of International Placing Shares available under the International Placing is 150,000,000 Shares, representing 60% of the total number of Offer Shares initially available under the Global Offering.

There are a total of 136 places under the International Placing. No over-allocation of International Placing Shares has been made. A total of 93 places have been allotted five board lots of International Placing Shares or less, representing approximately 68.4% of the total number of places under the International Placing. These places have been allotted approximately 0.28% of the International Placing Shares initially available under the International Placing.

The Directors confirm that none of the places under the International Placing will be placed more than 10% of the enlarged issued share capital of the Company immediately following completion of the Capitalization Issue and the Global Offering. Accordingly, the Directors confirm that none of the places will become a substantial shareholder of the Company immediately following completion of the International Placing, and there will not be any new substantial shareholder of the Company immediately following completion of the Capitalization Issue and the Global Offering.

Cornerstone Investor

Based on the Offer Price of HK\$0.50 per Offer Share (excluding brokerage fee of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) and pursuant to the Cornerstone Investment Agreement entered into with the Cornerstone Investors as disclosed in the section headed “Cornerstone Investors” in the Prospectus, the Cornerstone Investor has subscribed for a total of 60,000,000 Offer Shares, representing (a) approximately 6.0% of the total issued share capital of the Company immediately upon completion of the Global Offering; and (b) approximately 24.0% of the number of Offer Shares under the Global Offering.

To the best knowledge of the Directors, the Cornerstone Investor is a third party independent from the Company, not the Company’s connected person and not the Company’s existing shareholder or its close associates. In addition, the Company has confirmed that (i) there are no side agreements or arrangements between the Group and the Cornerstone Investor; (ii) the Cornerstone Investor is not accustomed to take instructions from the Company, the Directors, chief executive, Controlling Shareholders, substantial Shareholders of the Company or existing Shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal or other disposition of the Offer Shares; and (iii) the subscription of the Shares by the Cornerstone Investor is not financed by the Company, the Directors, chief executive, Controlling Shareholders, substantial Shareholders of the Company or existing Shareholders of the Company or any of its subsidiaries or their respective close associates.

To the best knowledge and as confirmed by the Cornerstone Investor, its subscription under the Cornerstone Placing would be financed by its own internal financial resources and/or the financial resources of its controlling shareholder. The Cornerstone Investor has confirmed that all necessary approvals have been obtained with respect to the Cornerstone Placing, none of the Cornerstone Investor or its shareholders are listed on any stock exchange and no specific approval from any stock exchange is required for the Cornerstone Placing.

The Cornerstone Placing forms part of the International Placing, and the Cornerstone Investor will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreement). The Offer Shares to be subscribed for by the Cornerstone Investor will rank *pari passu* in all respects with the other fully paid Shares in issue upon completion of the Global Offering and will be counted towards the public float of the Company. Immediately following the completion of the Global Offering, the Cornerstone Investor will not have any board representation in the Company, nor will the Cornerstone Investor become a substantial shareholder of the Company (as defined under the Listing Rules).

The Cornerstone Investor has agreed that it will not, whether directly or indirectly, at any time during the period of six months starting from and inclusive of the Listing Date, directly or indirectly, (i) dispose of, in any way, any of the Shares subscribed for by it under the Cornerstone Investment Agreement (the “**Investor Shares**”), and any shares or other securities of or interests in the Company which are derived from the Investor Shares pursuant to any rights issue, capitalization issue or other form of capital reorganization (whether such transactions are to be settled in cash or otherwise) (together with the Investor Shares, the “**Relevant Shares**”) or any interest in any company or entity holding any Relevant Shares; (ii) agree or contract to, or publicly announce any intention to enter into a transaction with a third party for disposal of the Relevant Shares; (iii) grant any call option (whether physical or cash settled) or similar right to any third party in respect of any Share; (iv) acquire any put option (whether physical or cash settled) or similar right in respect of any Share; (v) comes into a short position (within the definition of the SFO) in respect of any Relevant Shares; (vi) allow itself to undergo a change of control (as defined in The Codes on Takeovers and Mergers and Share Buy-backs promulgated by the SFC) at the level of its ultimate beneficial owner; or (vii) enter into any transactions directly or indirectly with the same economic effect as any aforesaid transaction.

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

COMPLIANCE WITH PLACING GUIDELINES

- To the best knowledge, information and belief of the Directors, no Offer Shares placed by or through the Sole Overall Coordinator, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers or the Underwriters under the Global Offering have been placed with applicants who are core connected persons (as defined in the Listing Rules) of the Company, Directors 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 Placing is in compliance with the Placing Guidelines.
- The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by public Shareholders in the Hong Kong Public Offering and places in the International Placing has been financed directly or indirectly by the Company, the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders of the Company, existing Shareholders of the Company or any of their subsidiaries or their respective close associates; (ii) no rebate has been, directly or indirectly, provided by the Company, the Directors, chief executive of the Company, Controlling Shareholders, substantial

Shareholders of the Company, existing Shareholders of the Company or syndicate members to any public Shareholders in the Hong Kong Public Offering or placees in the International Placing; (iii) none of the public Shareholders in the Hong Kong Public Offering and placees in the International Placing who has subscribed for the Offer Shares is accustomed to taking instructions from the Company, the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders of the Company, existing Shareholders of the Company or any of their 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; (iv) the consideration payable by the public Shareholders in the Hong Kong Public Offering and placees in the International Placing for each Share subscribed for or purchased by them is the same as the final Offer Price as determined by the Company, in addition to brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%; and (v) there is no side agreement or arrangement between the Company, any of the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders of the Company, existing Shareholders of the Company or any of their subsidiaries or their respective close associates, on one hand, and the public subscribers or the placee who has subscribed for the Offer Shares, on the other hand.

OVER-ALLOTMENT OPTION

In connection with the Global Offering, the Company has granted the Over-allotment Option to the International Underwriters, exercisable by the Sole Overall Coordinator (for itself and on behalf of the International Underwriters) and the Sole Global Coordinator pursuant to the International Underwriting Agreement at any time from the Listing Date to the 30th day from the last day for lodging applications under the Hong Kong Public Offering, being Friday, January 6, 2023, to require the Company to allot and issue up to an aggregate of 37,500,000 additional Shares (representing 15% of the Offer Shares initially available under the Global Offering) at the Offer Price, to cover over-allocations in the International Placing, if any.

No over-allocation of International Placing Shares has been made. Accordingly, the Stock Borrowing Agreement has not been and will not be entered into, and the Over-allotment Option has not been and will not be exercised. No stabilization activities as described in the Prospectus are expected to take place during the stabilization period (which will begin on the Listing Date and end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering, i.e. Friday, January 6, 2023).

The Company will ensure or procure that a public announcement in compliance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong) will be issued within seven days after the end of the stabilizing period.

LOCK-UP UNDERTAKINGS

Each of the Company, the Controlling Shareholders and the Cornerstone Investor 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	Last day subject to the Lock-up Undertakings
<p>The Company <i>(subject to lock-up obligations pursuant to the Listing Rules and the Underwriting Agreements)</i></p>	N/A	N/A	June 14, 2023 ⁽¹⁾
<p>Controlling Shareholders <i>(subject to lock-up obligations pursuant to the Listing Rules and the Underwriting Agreements)</i> Mr. Xu Buyun, Ms. Chen Jiangyue, TopSun Investment Holding Company Limited and First Oriental Limited</p>	750,000,000	75.00%	June 14, 2023 (First Six-Month Period) 14 December, 2023 (Second Six-Month Period)
<p>Cornerstone Investor <i>(subject to lock-up obligations pursuant to the Cornerstone Investment Agreement)</i></p>	60,000,000	6.00%	June 14, 2023 ⁽²⁾
Arda (HK) Investment Co., Limited			

Notes:

- (1) The Company may not issue Shares on or prior to the indicated date except otherwise permitted by the Listing Rules.
- (2) The Cornerstone Investor may dispose of any of the Offer Shares subscribed in the Global Offering after the indicated date.

BASIS OF ALLOCATION UNDER THE HONG KONG PUBLIC OFFERING

Subject to satisfaction of the conditions set out in the section headed “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus, 17,571 valid applications made by the public through the **HK eIPO White Form** service and the **CCASS EIPO** service will be conditionally allocated on the basis set out below:

POOL A			
Number of Shares applied for	Number of valid applications	Basis of allocation/ballot	Approximate percentage allotted of the total number of Shares applied for
5,000	10,042	2,009 out of 10,042 applicants to receive 5,000 shares	20.01%
10,000	850	251 out of 850 applicants to receive 5,000 shares	14.76%
15,000	2,818	1,075 out of 2,818 applicants to receive 5,000 shares	12.72%
20,000	257	114 out of 257 applicants to receive 5,000 shares	11.09%
25,000	232	122 out of 232 applicants to receive 5,000 shares	10.52%
30,000	148	89 out of 148 applicants to receive 5,000 shares	10.02%
35,000	63	44 out of 63 applicants to receive 5,000 shares	9.98%
40,000	63	46 out of 63 applicants to receive 5,000 shares	9.13%
45,000	61	49 out of 61 applicants to receive 5,000 shares	8.93%
50,000	315	268 out of 315 applicants to receive 5,000 shares	8.51%
60,000	64	59 out of 64 applicants to receive 5,000 shares	7.68%
70,000	56	5,000 shares	7.14%
80,000	1,694	5,000 shares plus 177 out of 1,694 applicants to receive an additional 5,000 shares	6.90%
90,000	30	5,000 shares plus 7 out of 30 applicants to receive an additional 5,000 shares	6.85%

POOL A

Number of Shares applied for	Number of valid applications	Basis of allocation/ballot	Approximate percentage allotted of the total number of Shares applied for
100,000	184	5,000 shares plus 63 out of 184 applicants to receive an additional 5,000 shares	6.71%
150,000	119	10,000 shares	6.67%
200,000	62	10,000 shares plus 33 out of 62 applicants to receive an additional 5,000 shares	6.33%
250,000	38	15,000 shares	6.00%
300,000	132	15,000 shares plus 64 out of 132 applicants to receive an additional 5,000 shares	5.81%
350,000	20	20,000 shares	5.71%
400,000	19	20,000 shares plus 10 out of 19 applicants to receive an additional 5,000 shares	5.66%
450,000	7	25,000 shares	5.56%
500,000	67	25,000 shares plus 14 out of 67 applicants to receive an additional 5,000 shares	5.21%
600,000	16	30,000 shares	5.00%
700,000	16	30,000 shares plus 5 out of 16 applicants to receive an additional 5,000 shares	4.51%
800,000	22	35,000 shares	4.38%
900,000	9	35,000 shares plus 4 out of 9 applicants to receive an additional 5,000 shares	4.14%
1,000,000	52	40,000 shares	4.00%
2,000,000	25	70,000 shares	3.50%
3,000,000	14	100,000 shares	3.33%
4,000,000	6	130,000 shares	3.25%
5,000,000	6	160,000 shares	3.20%
7,000,000	1	220,000 shares	3.14%
8,000,000	6	240,000 shares	3.00%
Total	<u><u>17,514</u></u>	Total number of Pool A successful applicants: 6,727	

POOL B

Number of Shares applied for	Number of valid applications	Basis of allocation/ballot	Approximate percentage allotted of the total number of Shares applied for
9,000,000	46	830,000 shares	9.22%
10,000,000	2	915,000 shares	9.15%
12,500,000	9	1,110,000 shares	8.88%
Total	<u>57</u>	Total number of Pool B successful applicants: 57	

The final number of Offer Shares under the Hong Kong Public Offering is 100,000,000 Shares, representing 40% of the total number of Offer Shares initially available under the Global Offering.

SHAREHOLDING CONCENTRATION ANALYSIS

A summary of allotment results under the Global 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 International Placing Shares, total Offer Shares and our total issued share capital of the Company upon Listing:

Places	Number of Shares subscribed for	Number of Shares held upon Listing	Subscription as % of International Placing	Subscription as % of total Offer Shares	Number of Shares held as % of the total issued share capital upon Listing
Top 1	60,000,000	60,000,000	40.0%	24.0%	6.0%
Top 5	84,345,000	84,345,000	56.2%	33.7%	8.4%
Top 10	103,980,000	103,980,000	69.3%	41.6%	10.4%
Top 20	131,815,000	131,815,000	87.9%	52.7%	13.2%
Top 25	139,840,000	139,840,000	93.2%	55.9%	14.0%

- subscription and number of Shares held by the top 1, 5, 10, 20 and 25 of the Shareholders out of the Hong Kong Offer Shares, International Placing Shares, total Offer Shares and our total issued share capital of the Company upon Listing:

Shareholders	Subscription of Hong Kong Offer Shares	Subscription of International Placing Shares	Subscription of total Offer Shares in the Global Offering	Total number of Shares held upon Listing	Subscription of Hong Kong Offer Shares as % of Hong Kong Public Offering	Subscription of International Placing Shares as % of International Placing	Subscription as % of total Offer Shares	Number of Shares held as % of total issued share capital upon Listing
Top 1	—	—	—	750,000,000	—	—	—	75.0%
Top 5	—	79,845,000	79,845,000	829,845,000	—	53.2%	31.9%	83.0%
Top 10	—	100,480,000	100,480,000	850,480,000	—	67.0%	40.2%	85.0%
Top 20	—	129,635,000	129,635,000	879,635,000	—	86.4%	51.9%	88.0%
Top 25	—	138,440,000	138,440,000	888,440,000	—	92.3%	55.4%	88.8%

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should beware of the risks that the price of the Shares could fluctuate significantly even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

RESULTS OF ALLOCATION

The results of allocations of the Hong Kong Offer Shares under the Hong Kong Public Offering successfully applied for through the **HK eIPO White Form** service or through the **CCASS EIPO** service, including the Hong Kong identity card/passport/Hong Kong business registration/certificate of incorporation numbers of successful applicants, and the number of Hong Kong Offer Shares successfully applied for, will be available at the times and dates and in the manner specified below:

- in the announcement to be posted on the Company’s website at bywheel.com and the Stock Exchange’s website at www.hkexnews.hk by no later than 8:00 a.m. on Wednesday, December 14, 2022;
- from “IPO Results” function in the **IPO App** or the designated results of allocations website at www.tricor.com.hk/ipo/result or www.hkeipo.hk/IPOResult with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Wednesday, December 14, 2022 to 12:00 midnight on Tuesday, December 20, 2022; and
- from the allocation results telephone enquiry line by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m. on Wednesday, December 14, 2022 to Monday, December 19, 2022 on a business day (excluding Saturday, Sunday and public holidays in Hong Kong).

This announcement contains a list of identification document numbers. Identification document numbers shown in the section headed “Results of Applications Made by **HK eIPO White Form**” in this announcement refer to Hong Kong identity card numbers/passport numbers/Hong Kong business registration numbers/certificate of incorporation numbers/beneficial owner identification codes (if such applications are made by nominees as agent for the benefit of another person) whereas those displayed in the section headed “Results of Applications Made by Giving **Electronic Application Instructions** to HKSCC via CCASS” in this announcement are provided by CCASS Participants via CCASS. Therefore, the identification document numbers shown in the two sections are different in nature. Please note that the list of identification document numbers set out in this announcement may not be a complete list of successful applicants since only successful applicants whose identification document numbers are provided to HKSCC by CCASS participants 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 Hong Kong Offer Shares through their brokers can consult their brokers to enquire about their application results.

Since applications are subject to personal information collection statements, beneficial owner identification codes displayed in the sections headed “Results of Applications Made by **HK eIPO White Form**” and “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.

The level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocations of the Hong Kong Offer Shares will be published on Wednesday, December 14, 2022 on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at bywheel.com.