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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 30, 2023 (the “**Prospectus**”) issued by Keep Inc. (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities. 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 Offer Shares.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law, nor is this announcement an offer for sale or solicitation to purchase or subscribe for securities in the United States or any other jurisdictions. 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 applicable state securities laws, and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the U.S. Securities Act (the “**Regulation S**”)) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (i) in the United States solely to qualified institutional buyers pursuant to an exemption from registration under Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S. There will be no public offering of the Offer Shares 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 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 activity is required to be brought to an end on Friday, August 4, 2023, being the 30th day after the last day for lodging of 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 begins on the Listing Date and is expected to expire on Friday, August 4, 2023, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date when no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related application form. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong. Potential investors of the Offer Shares should note that the Sole Overall Coordinator shall be entitled to terminate the Hong Kong Underwriting Agreement upon the occurrence of any events set out in the section 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.



Keep Inc.

(A company incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 10,838,600 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 1,083,900 Shares (subject to reallocation)
Number of International Offer Shares	: 9,754,700 Shares (subject to reallocation and Over-allotment Option)
Maximum Offer Price	HK\$61.46 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.00005 per Share
Stock Code	: 3650

Sole Sponsor, Sole Overall Coordinator, Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



Your application through the **White Form eIPO** 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 below. 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 <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>
100	6,207.99	1,500	93,119.74	8,000	496,638.60	90,000	5,587,184.17
200	12,415.96	2,000	124,159.64	9,000	558,718.41	100,000	6,207,982.41
300	18,623.95	2,500	155,199.56	10,000	620,798.23	150,000	9,311,973.61
400	24,831.93	3,000	186,239.48	20,000	1,241,596.48	200,000	12,415,964.82
500	31,039.92	3,500	217,279.38	30,000	1,862,394.72	250,000	15,519,956.03
600	37,247.90	4,000	248,319.30	40,000	2,483,192.97	300,000	18,623,947.24
700	43,455.87	4,500	279,359.21	50,000	3,103,991.20	350,000	21,727,938.44
800	49,663.86	5,000	310,399.12	60,000	3,724,789.45	400,000	24,831,929.65
900	55,871.84	6,000	372,478.94	70,000	4,345,587.68	450,000	27,935,920.85
1,000	62,079.82	7,000	434,558.78	80,000	4,966,385.93	541,900 ⁽¹⁾	33,641,056.68

(1) Maximum number of Hong Kong Offer Share 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.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the granting of the listing of, and permission to deal in, (a) the Shares in issue and 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 (b) the Shares to be issued under the Share Incentive Plans.

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 1,083,900 Offer Shares (subject to reallocation) in Hong Kong, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering, as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in the Prospectus; and

- the International Offering of initially 9,754,700 Offer Shares (subject to reallocation) outside the United States in offshore transactions in reliance on Regulation S, representing approximately 90% of the total number of Offer Shares initially available under the Global Offering, as described in the section headed “Structure of the Global Offering — The International Offering” in the Prospectus.

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

In addition to any Mandatory Reallocation which may be required, the Sole Overall Coordinator (for itself and on behalf of the Underwriters) may, at its discretion, reallocate Offer Shares initially allocated for 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 the event that (i) the International Offer Shares are undersubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times; or (ii) the International Offer Shares are fully subscribed or oversubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed as to less than 15 times of the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering, up to 1,083,900 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offer will be increased to 2,167,800 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Global Offering and the final Offer Price shall be fixed at the low end of the indicative Offer Price range (i.e. HK\$28.92 per Offer Share) as stated in the Prospectus, in accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange.

In connection with the Global Offering, the Company is expected to grant to the International Underwriters, the Over-allotment Option, exercisable by the Sole Overall Coordinator (on behalf of the International Underwriters), at any time from the Listing Date until Friday, August 4, 2023 being the 30th day after the last day for lodging applications under the Hong Kong Public Offering, pursuant to which the Company may be required to allot and issue up to an aggregate of 1,625,700 Offer Shares, representing not more than 15.0% 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 (<https://keep.com/>), respectively.

PRICING

The Offer Price will be no more than HK\$61.46 per Offer Share and is expected to be no less than HK\$28.92 per Offer Share unless to be otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$61.46 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price as finally determined is less than HK\$61.46 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 minimum Offer Price stated in the Prospectus.

EXPECTED TIMETABLE

Hong Kong Public Offering commences	9:00 a.m. on Friday, June 30, 2023
Latest time for completing electronic applications under the White Form eIPO service through the designated website at www.eipo.com.hk	11:30 a.m. on Wednesday, July 5, 2023
Application lists open	11:45 a.m. on Wednesday, July 5, 2023
Latest time for (a) completing payment for White Form eIPO applications by effecting internet banking transfer(s) or PPS payment transfer(s) and (b) giving electronic application instructions to HKSCC	12:00 noon on Wednesday, July 5, 2023
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 Wednesday, July 5, 2023
Announcement of 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 allocations of the Hong Kong Offer Shares to be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at https://keep.com/ on or before	Tuesday, July 11, 2023
Results of allocations in the Hong Kong Public Offering to be available through a variety of channels as described in the section headed “How to Apply for Hong Kong Offer Shares — D. Publication of Results” in the Prospectus including:	
(1) in the announcement to be posted on our website at https://keep.com/ and the website of the Stock Exchange at www.hkexnews.hk , respectively	Tuesday, July 11, 2023

(2) from the designated results of allocations website at www.iporeresults.com.hk (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a “search by ID” function from 8:00 a.m. on Tuesday, July 11, 2023 to 12:00 midnight on Monday, July 17, 2023

(3) from the allocation results telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on Tuesday, July 11, 2023, Wednesday, July 12, 2023, Thursday, July 13, 2023 and Friday, July 14, 2023

Share certificates in respect of wholly or partially successful applications to be dispatched/collected or deposited into CCASS on or before Tuesday, July 11, 2023

White Form e-Refund payment instructions/refund checks in respect of wholly or partially successful applications if the final Offer Price is less than the maximum Offer Price per Offer Share initially paid on application (if applicable) or wholly or partially unsuccessful applications to be dispatched/collected on or before Tuesday, July 11, 2023

Dealings in the Shares on the Stock Exchange expected to commence at 9: 00 a.m. on Wednesday, July 12, 2023

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

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 for the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

White Form eIPO Service

You may submit your application through the **White Form eIPO** service through the designated website at www.eipo.com.hk (24 hours daily, except on the last day for applications) from 9:00 a.m. on Friday, June 30, 2023 until 11:30 a.m. on Wednesday, July 5, 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, July 5, 2023, 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 on the Opening and Closing of the Application Lists” in the Prospectus.

CCASS EIPO Service⁽¹⁾

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

Friday, June 30, 2023	—	9:00 a.m. to 8:30 p.m.
Monday, July 3, 2023	—	8:00 a.m. to 8:30 p.m.
Tuesday, July 4, 2023	—	8:00 a.m. to 8:30 p.m.
Wednesday, July 5, 2023	—	8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, June 30, 2023 until 12:00 noon on Wednesday, July 5, 2023 (24 hours daily, except on Wednesday, July 5, 2023, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, July 5, 2023, 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 on the Opening and Closing of the Application Lists” in the Prospectus.

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/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.

All application monies will be held in separate bank account(s) with the receiving bank or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended). Any refund of application monies, without interest, will be made on or before Tuesday, July 11, 2023.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in 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, the GREEN Application Form and on the designated website (www.eipo.com.hk) for the White Form eIPO service.

PUBLICATION OF RESULTS

The Company expects 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 allocations of the Hong Kong Offer Shares on Tuesday, July 11, 2023 on the websites of the Company at <https://keep.com/>, and 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 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 Global Offering as set out in the section headed “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus are not satisfied or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of the application monies will be made on or before Tuesday, July 11, 2023.

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Wednesday, July 12, 2023, **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 that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, July 12, 2023, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, July 12, 2023. The Shares will be traded in board lots of 100 Shares each and the stock code of the Shares will be 3650.

This announcement is available for viewing on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <https://keep.com/>.

By order of the Board
Keep Inc.
Mr. WANG Ning
Chairman and Executive Director

Hong Kong, June 30, 2023

Directors and proposed directors of the Company named in the application to which this announcement relates are: (i) Mr. WANG Ning, Mr. PENG Wei and Mr. LIU Dong as executive directors; (ii) Mr. LI Haojun as non-executive director; and (iii) Ms. GE Xin, Mr. SHAN Yigang and Mr. WANG Haining as independent non-executive directors.