
CORNERSTONE INVESTORS

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a “**Cornerstone Investment Agreement**”, and together the “**Cornerstone Investment Agreements**”) with the cornerstone investors set out below (each a “**Cornerstone Investor**”, and together the “**Cornerstone Investors**”), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe, or cause their designated entities (including qualified domestic institutional investor(s) (“**QDII(s)**”) as approved by the relevant PRC authorities) at the Offer Price for a certain number of Offer Shares (rounded down to the nearest whole board lot of 100 Shares) that may be purchased for an aggregate amount of approximately HK\$851.4 million (calculated based on the conversion rates of Hong Kong dollars and Renminbi into U.S. dollars being HK\$7.8107 and RMB7.2466, respectively) (the “**Cornerstone Placing**”).

Assuming an Offer Price of HK\$27.34, being the low-end of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) would be 31,139,800 Offer Shares, representing (i) assuming that the Offer Size Adjustment Option is not exercised, approximately 56.7% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is not exercised), approximately 49.3% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is exercised in full), approximately 8.5% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), or approximately 8.3% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option, and (ii) assuming the Offer Size Adjustment Option is exercised in full, approximately 49.3% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is not exercised), approximately 42.9% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is exercised in full), approximately 8.3% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), or approximately 8.1% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Assuming an Offer Price of HK\$27.67, being the mid-point of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) would be 30,768,500 Offer Shares, representing (i) assuming that the Offer Size Adjustment Option is not exercised, approximately 56.1% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is not exercised), approximately 48.8% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is exercised in full), approximately 8.4% of our total issued share capital

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immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), or approximately 8.2% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option, and (ii) assuming the Offer Size Adjustment Option is exercised in full, approximately 48.8% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is not exercised), approximately 42.4% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is exercised in full), approximately 8.2% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), or approximately 8.0% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Assuming an Offer Price of HK\$28.00, being the high-end of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) would be 30,405,700 Offer Shares, representing (i) assuming that the Offer Size Adjustment Option is not exercised, approximately 55.4% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is not exercised), approximately 48.2% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is exercised in full), approximately 8.3% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), or approximately 8.1% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option, and (ii) assuming the Offer Size Adjustment Option is exercised in full, approximately 48.2% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is not exercised), approximately 41.9% of the Shares offered pursuant to the Global Offering (assuming that the Over-allotment Option is exercised in full), approximately 8.1% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), or approximately 7.9% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Our Company is of the view that the Cornerstone Placing provides an impression of commitment, confidence and interests of the Cornerstone Investors in the business and prospect of the Group and help to raise the profile of our Company, and the Cornerstone Placing ensures a reasonable size of solid commitment at the beginning of the marketing period and provides confidence to the market.

As confirmed by each of the Cornerstone Investors, to the best knowledge of our Company, (i) each of the Cornerstone Investors is an independent third party and is not our connected person (as defined in the Listing Rules), (ii) none of the Cornerstone Investors is accustomed to taking instructions from our Company, its subsidiaries, the Directors, chief executive, Controlling

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Shareholders, substantial Shareholders, existing Shareholders or any of their respective subsidiaries or their respective close associates in relation to the acquisition, disposal, voting and other disposition of the Offer Shares, (iii) except for Wuxi Jianfa Xintou (as defined below) and Wuxi Jintou (as defined below) whose holding of the Offer Shares will be aggregated when counting towards the public float of our Company under Rule 8.08 of the Listing Rules, each of the Cornerstone Investors is independent from each other, (iv) none of the subscription of the relevant Offer Shares by any of the Cornerstone Investors is financed by our Company, its subsidiaries, the Directors, chief executive, Controlling Shareholder, substantial Shareholders, existing Shareholders or any of their respective subsidiaries or their respective close associates, and (v) each Cornerstone Investor will be utilizing either (a) its proprietary funding or (b) the proprietary funding of the funds under its management, as appropriate, as its source of funding for the subscription of the Offer Shares and that it has sufficient funds to settle its investments under the Cornerstone Placing. Each of the Cornerstone Investors has confirmed that all necessary approvals have been obtained with respect to the Cornerstone Placing and that no specific approval from any stock exchange (if relevant) or its shareholders or other regulatory authority is required for the relevant cornerstone investment as each of them has general authority to invest.

The Cornerstone Placing will form part of the International Offering and the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreements). The Offer Shares to be subscribed by the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) will rank *pari passu* in all respect with the fully paid Shares in issue and will count towards the public float of our Company under Rule 8.08 of the Listing Rules. Immediately following the completion of the Global Offering, none of the Cornerstone Investors will become a substantial Shareholder of the Company, and the Cornerstone Investors will not have any Board representation in our Company. Other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price, the Cornerstone Investors do not have any preferential rights in the Cornerstone Investment Agreements compared with other public Shareholders. There are no side arrangements and agreements between our Company and the Cornerstone Investors or any benefit, direct or indirect, conferred on the Cornerstone Investors by virtue of or in relation to the Listing, other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price. All of the Cornerstone Investors have agreed that they shall fully pay for the relevant Offer Shares no later than one day prior to the Listing Date. There will be no delayed delivery of the Offer Shares and no deferred settlement of payment of the investment amounts for all of the Cornerstone Investors under the Cornerstone Investment Agreements.

The total number of Offer Shares to be subscribed by the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) may be affected by reallocation of the Offer Shares between the International Offering and the Hong Kong

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Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the paragraph headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in this Prospectus. Each of the Cornerstone Investors has agreed that, in the event that the requirement pursuant to Rule 8.08(3) of the Listing Rules, which provides that no more than 50% of our Shares in public hands on the Listing Date can be beneficially owned by the three largest public Shareholders, cannot be satisfied, the Company and the Sole Overall Coordinator have the right to adjust the allocation of the number of Offer Shares to be purchased by the Cornerstone Investor in their sole and absolute discretion to satisfy the requirement under Rule 8.08(3) of the Listing Rules.

Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement of our Company to be published on or around July 11, 2024.

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Set out below in the aggregate number of Offer Shares, and the corresponding percentages to the Offer Shares and our Company's total issued share capital under the Cornerstone Placing:

Based on the Offer Price of HK\$27.34 (being the low-end of the indicative Offer Price range) and assuming the Offer Size Adjustment Option is not exercised

	Investment Amount <i>(in million)</i>	Number of Offer Shares ¹	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
			Percentage to the total number of Offer Shares <i>(approximate)</i>	Percentage to our total issued share capital immediately upon completion of the Global Offering <i>(approximate)</i>	Percentage to the total number of Offer Shares <i>(approximate)</i>	Percentage to our total issued share capital immediately upon completion of the Global Offering <i>(approximate)</i>
China Structural Reform Fund II Corporation Limited* (中國國有企業結構調整基金二期股份有限公司, “China Structural Reform Fund II”)	HK\$156.2	5,713,700	10.4%	1.6%	9.1%	1.5%
Taicang High Tech Science and Innovation Development Co., Ltd.* (太倉高新科創發展有限公司, “Taicang High Tech”)	US\$30.0	8,570,600	15.6%	2.3%	13.6%	2.3%
Changshu Southeast Industrial Investment Co., Ltd.* (常熟東南產業投資有限公司, “Changshu Southeast”)	US\$30.0	8,570,600	15.6%	2.3%	13.6%	2.3%
Wuxi Jianfa Xintou Aerospace Investment Partnership Enterprise (Limited Partnership)* (無錫建發新投空天投資合夥企業(有限合夥), “Wuxi Jianfa Xintou”)	US\$24.0	6,856,500 ³	12.5%	1.9%	10.9%	1.8%
Wuxi Jintou Lianying Industrial Investment Partnership (Limited Partnership)* (無錫金投聯盈產業投資合夥企業(有限合夥), “Wuxi Jintou”)	US\$5.0	1,428,400 ³	2.6%	0.4%	2.3%	0.4%
Total	HK\$851.4²	31,139,800	56.7%	8.5%	49.3%	8.3%

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Based on the Offer Price of HK\$27.34 (being the low-end of the indicative Offer Price range) and assuming the Offer Size Adjustment Option is exercised in full

	Investment Amount	Number of Offer Shares ¹	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
			Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering	Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering
	(in million)		(approximate)	(approximate)	(approximate)	(approximate)
China Structural Reform Fund II.	HK\$156.2	5,713,700	9.1%	1.5%	7.9%	1.5%
Taicang High Tech.	US\$30.0	8,570,600	13.6%	2.3%	11.8%	2.2%
Changshu Southeast	US\$30.0	8,570,600	13.6%	2.3%	11.8%	2.2%
Wuxi Jianfa Xintou	US\$24.0	6,856,500 ³	10.9%	1.8%	9.4%	1.8%
Wuxi Jintou	US\$5.0	1,428,400 ³	2.3%	0.4%	2.0%	0.4%
Total	HK\$851.4²	31,139,800	49.3%	8.3%	42.9%	8.1%

Based on the Offer Price of HK\$27.67 (being the mid-point of the indicative Offer Price range) and assuming the Offer Size Adjustment Option is not exercised

	Investment Amount	Number of Offer Shares ¹	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
			Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering	Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering
	(in million)		(approximate)	(approximate)	(approximate)	(approximate)
China Structural Reform Fund II.	HK\$156.2	5,645,600	10.3%	1.5%	8.9%	1.5%
Taicang High Tech.	US\$30.0	8,468,400	15.4%	2.3%	13.4%	2.3%
Changshu Southeast	US\$30.0	8,468,400	15.4%	2.3%	13.4%	2.3%
Wuxi Jianfa Xintou	US\$24.0	6,774,700 ³	12.3%	1.9%	10.7%	1.8%
Wuxi Jintou	US\$5.0	1,411,400 ³	2.6%	0.4%	2.2%	0.4%
Total	HK\$851.4²	30,768,500	56.1%	8.4%	48.8%	8.2%

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Based on the Offer Price of HK\$27.67 (being the mid-point of the indicative Offer Price range) and assuming the Offer Size Adjustment Option is exercised in full

	Investment Amount	Number of Offer Shares ¹	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
			Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering	Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering
	(in million)		(approximate)	(approximate)	(approximate)	(approximate)
China Structural Reform Fund II.	HK\$156.2	5,645,600	8.9%	1.5%	7.8%	1.5%
Taicang High Tech.	US\$30.0	8,468,400	13.4%	2.3%	11.7%	2.2%
Changshu Southeast	US\$30.0	8,468,400	13.4%	2.3%	11.7%	2.2%
Wuxi Jianfa Xintou	US\$24.0	6,774,700 ³	10.7%	1.8%	9.3%	1.8%
Wuxi Jintou	US\$5.0	1,411,400 ³	2.2%	0.4%	1.9%	0.4%
Total	HK\$851.4²	30,768,500	48.8%	8.2%	42.4%	8.0%

Based on the Offer Price of HK\$28.00 (being the high-end of the indicative Offer Price range) and assuming the Offer Size Adjustment Option is not exercised

	Investment Amount	Number of Offer Shares ¹	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
			Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering	Percentage to the total number of Offer Shares	Percentage to our total issued share capital immediately upon completion of the Global Offering
	(in million)		(approximate)	(approximate)	(approximate)	(approximate)
China Structural Reform Fund II.	HK\$156.2	5,579,000	10.2%	1.5%	8.8%	1.5%
Taicang High Tech	US\$30.0	8,368,600	15.3%	2.3%	13.3%	2.2%
Changshu Southeast	US\$30.0	8,368,600	15.3%	2.3%	13.3%	2.2%
Wuxi Jianfa Xintou	US\$24.0	6,694,800 ³	12.2%	1.8%	10.6%	1.8%
Wuxi Jintou	US\$5.0	1,394,700 ³	2.5%	0.4%	2.2%	0.4%
Total	HK\$851.4²	30,405,700	55.4%	8.3%	48.2%	8.1%

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Based on the Offer Price of HK\$28.00 (being the high-end of the indicative Offer Price range) and assuming the Offer Size Adjustment Option is exercised in full

	Investment Amount	Number of Offer Shares ¹	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
			Percentage to our total issued share capital immediately upon completion of the Global Offering	Percentage to the total number of Offer Shares of the Global Offering	Percentage to our total issued share capital immediately upon completion of the Global Offering	Percentage to the total number of Offer Shares of the Global Offering
	(in million)		(approximate)	(approximate)	(approximate)	(approximate)
China Structural Reform Fund II.	HK\$156.2	5,579,000	8.8%	1.5%	7.7%	1.5%
Taicang High Tech.	US\$30.0	8,368,600	13.3%	2.2%	11.5%	2.2%
Changshu Southeast	US\$30.0	8,368,600	13.3%	2.2%	11.5%	2.2%
Wuxi Jianfa Xintou	US\$24.0	6,694,800 ³	10.6%	1.8%	9.2%	1.7%
Wuxi Jintou	US\$5.0	1,394,700 ³	2.2%	0.4%	1.9%	0.4%
Total	HK\$851.4²	30,405,700	48.2%	8.1%	41.9%	7.9%

Notes:

- The number of Shares to be subscribed by each Cornerstone Investor and QDII (as applicable) is calculated based on the relevant investment amount in Hong Kong dollars (calculated at the exchange rate as quoted in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” with respect to investment amounts in currencies other than Hong Kong dollars) and the Offer Price, rounded down to the nearest whole board lot of 100 Shares; provided that if there are differences between the exchange rate set out in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” in this Prospectus and the exchange rate on the actual date of payment, the Overall Coordinator and the Company shall have the sole and absolute discretion to adjust the number of Shares to be subscribed by the Cornerstone Investors and the QDIIs (as applicable) based on the actual amount of Hong Kong dollars received.
- For investment amounts in currencies other than Hong Kong dollars, such amounts were calculated based on the exchange rate set out in the section headed “Information about this Prospectus and the Global Offering - Exchange Rate Conversion” in this Prospectus.
- The Offer Shares to be subscribed by Wuxi Jianfa Xintou and Wuxi Jintou will be aggregated when counting towards the public float of our Company. The aggregation of the Offer Shares to be subscribed by Wuxi Jianfa Xintou and Wuxi Jintou will not affect the Company’s compliance with Rule 8.08(3) of the Listing Rules.

The following information about the Cornerstone Investors was provided to our Company by the Cornerstone Investors in relation to the Cornerstone Placing.

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China Structural Reform Fund II

China Structural Reform Fund II, a company incorporated in the PRC, is indirectly and ultimately controlled by the SASAC. China Chengtong Holdings Group Ltd.* (中國誠通控股集團有限公司), a company controlled by SASAC, holds approximately 35.29% equity interest of China Structural Reform Fund II. CCT Fund Management Co., Ltd.* (誠通基金管理有限公司), a wholly-owned subsidiary of China Chengtong Holdings Group Ltd., is the manager of China Structural Reform Fund II and is responsible for its fund management and general affairs. China Structural Reform Fund II is engaged in equity investment, investment management and asset management and other businesses with private equity funds, with a registered capital of RMB62.7 billion. China Structural Reform Fund II became acquainted with the Company through the introduction of the Sole Overall Coordinator. China Structural Reform Fund II's investment into the Company would be completed through QDII programs in the PRC.

Taicang High Tech

Taicang High Tech, a company incorporated in the PRC, is indirectly wholly-owned and ultimately controlled by the Management Committee of the Taicang High Tech Industrial Development Zone of Jiangsu Province (江蘇省太倉高新技術產業開發區管理委員會), which is an administrative organ of the Taicang High Tech Industrial Development Zone of Jiangsu Province. Taicang High Tech primarily focuses on the technology sector and its investment strategically targets at industries including high-tech, scientific research and technology service, with a registered capital of over RMB1.0 billion. Taicang High Tech approached the Company through CAIGA, one of the Controlling Shareholders, after learning of the Proposed Listing from public sources. Taicang High Tech's investment into the Company would be completed through QDII programs in the PRC.

Changshu Southeast

Changshu Southeast is a company incorporated in the PRC, which is indirectly wholly-owned and ultimately controlled by the Changshu Municipal Finance Bureau (常熟市財政局). Changshu Southeast primarily engages in the equity investment and venture capital investment in companies at start-up, growth or mature stages and in sundry sectors such as high-end equipment, intelligent manufacturing, semiconductors and artificial intelligence, with the asset of approximately RMB2.6 billion under its management. Changshu Southeast approached the Company through CAIGA, one of the Controlling Shareholders, after learning of the Proposed Listing from public sources.

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For the purpose of the cornerstone investment, Changshu Southeast has engaged China Industrial Securities Asset Management Co., Ltd.* (興證證券資產管理有限公司), an asset manager that is a QDII, to subscribe for and hold such Offer Shares as the manager of Industrial Assets Management QDII Excellence Fund No.18* (興證資管QDII全球優選18號單一資產管理計劃).

Wuxi Jianfa Xintou

Wuxi Jianfa Xintou is a limited partnership incorporated in the PRC with a registered capital of RMB180.0 million. The general partner of Wuxi Jianfa Xintou is Wuxi Xintong Technology Co., Ltd.* (無錫新通科技有限公司, “**Wuxi Xintong**”) and approximately 0.6% of Wuxi Jianfa Xintou’s partnership interest is owned by Wuxi Xintong. Wuxi Jianfa Xintou, through Wuxi Xintong, is ultimately controlled by the People’s Government of the Xinwu District of Wuxi Municipal (無錫市新吳區人民政府). One of the limited partners of Wuxi Jianfa Xintou is Wuxi Cairong Transformation and Upgrading Collaborative Investment Partnership (Limited Partnership)* (無錫財融轉型升級協同投資合伙企業(有限合伙)), which holds 75.0% partnership interest in Wuxi Jianfa Xintou and is ultimately controlled by the SASAC of Wuxi (無錫市人民政府國有資產監督管理委員會). Wuxi Jianfa Xintou became acquainted with the Company after learning of the Proposed Listing from public sources.

Wuxi Jintou

Wuxi Jintou is a limited partnership incorporated in the PRC. The general partner of Wuxi Jintou is Wuxi Guolian Industrial Investment Private Fund Management Co., Ltd.* (無錫國聯產業投資私募基金管理有限公司), which also holds approximately 1.25% of Wuxi Jintou’s partnership interest. Wuxi Jintou is ultimately controlled by the SASAC of Wuxi (無錫市人民政府國有資產監督管理委員會). Wuxi Jintou Holdings Co., Ltd.* (無錫金投控股有限公司) is the limited partner of Wuxi Jintou and holds approximately 98.75% partnership interest in Wuxi Jintou. Wuxi Jintou focuses on the equity investments and venture capital investments in various technology sectors such as the next-generation information technology, high-end equipment manufacture, green low carbon industry, modern service industry, biology industry, new materials industry and healthcare industry. Wuxi Jintou approached the Company after learning of the Proposed Listing from public sources.

CLOSING CONDITIONS

The obligation of each Cornerstone Investor or each QDII (as applicable) to subscribe for the Offer Shares under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

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- (i) the Underwriting Agreements being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Underwriting Agreements, and neither of the Underwriting Agreements has been terminated;
- (ii) the Offer Price having been agreed upon between the Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters);
- (iii) the Listing Committee having granted the approval for the listing of, and permission to deal in, the Shares (including the Offer Shares under the Cornerstone Placing as well as other applicable waivers and approvals) and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;
- (iv) no laws shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or the Cornerstone Investment Agreements and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (v) the respective acknowledgements, representations, undertakings, confirmations and warranties of the relevant Cornerstone Investor under the Cornerstone Investment Agreement are (as of the date of the relevant Cornerstone Investment Agreement) and will be (as of the Listing Date) accurate, true and complete in all respects and not misleading and that there is no material breach of the Cornerstone Investment Agreement on the part of the relevant Cornerstone Investor.

RESTRICTIONS ON THE CORNERSTONE INVESTORS

Each of the Cornerstone Investors has agreed that it will not, whether directly or indirectly, at any time during the period of six months starting from and including the Listing Date (the “**Lock-up Period**”), (a) dispose of, in any way, any of the Offer Shares purchased pursuant to the relevant Cornerstone Investment Agreement (“**Relevant Shares**”) or any interest in any company or entity holding any of the Relevant Shares, (b) agree or contract to, or publicly announce any intention to enter into a transaction with a third party for disposal of the Relevant Shares, (c) allow itself to undergo a change of control (as defined in the Takeovers Code) at the level of its ultimate beneficial owner, or (d) enter into any transactions directly or indirectly with the same economic effect as any aforesaid transactions.

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During the Lock-up Period, each of the Cornerstone Investors may transfer the relevant Offer Shares to a wholly-owned subsidiary of the relevant Cornerstone Investor, provided that prior to such transfer, among others, such wholly-owned subsidiary undertakes in writing, and the relevant Cornerstone Investor undertakes to procure, that such wholly-owned subsidiary will be bound by the relevant Cornerstone investor's obligations prescribed under the relevant Cornerstone Investment Agreement and subject to the obligations and restrictions imposed on the relevant Cornerstone Investor.