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Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated June 23, 2022 (the “Prospectus”) issued by ClouDr Group Limited (the “Company”).

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer 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) solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S. There will be no public offering of the securities of the Company in the United States.



ClouDr Group Limited

智雲健康科技集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9955)

STABILIZING ACTIONS, END OF STABILIZATION PERIOD AND LAPSE OF THE OVER-ALLOTMENT OPTION

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering ended on Thursday, July 28, 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Further information on the stabilizing actions undertaken by the Stabilizing Manager during the stabilization period is set out in this announcement.

LAPSE OF THE OVER-ALLOTMENT OPTION

The Joint Representatives (on behalf of the International Underwriters) did not exercise the Over-allotment Option during the stabilization period, and the Over-allotment Option lapsed on Thursday, July 28, 2022.

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The stabilizing actions undertaken by Morgan Stanley Asia Limited, as Stabilizing Manager, its affiliates or any person acting for it during the stabilization period were:

- (1) over-allocations of an aggregate of 2,850,000 Ordinary Shares in the International Offering, representing 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 2,850,000 Ordinary Shares by Morgan Stanley & Co. International Plc (an affiliate of the Stabilizing Manager) from HaoYuan health Limited pursuant to the Stock Borrowing Agreement to cover the over allocations in the International Offering. Such Ordinary Shares will be returned and redelivered to HaoYuan health Limited in accordance with the terms of the Stock Borrowing Agreement; and
- (3) the successive purchases of an aggregate of 2,850,000 Ordinary Shares at the price range of HK\$22.55 to HK\$30.5 per Ordinary Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period, representing 15% of the number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option to facilitate the return of 2,850,000 Ordinary Shares borrowed from HaoYuan health Limited pursuant to the Stock Borrowing Agreement. The last purchase made by the Stabilizing Manager, its affiliates or any person acting for it, on the market during the stabilization period was on July 28, 2022 at the price of HK\$25.3 per Ordinary Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%).

LAPSE OF THE OVER-ALLOTMENT OPTION

The Joint Representatives (on behalf of the International Underwriters) did not exercise the Over-allotment Option during the stabilization period, and the Over-allotment Option lapsed on Thursday, July 28, 2022. Accordingly, no Shares were or will be issued under the Over-allotment Option.

PUBLIC FLOAT

Immediately after the end of the stabilization period, the Company continues to comply with the public float requirement under Rule 8.08(1)(a) of the Listing Rules whereby at least 25% of the Company's total number of issued Shares must at all times be held by the public.

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

Hong Kong, July 28, 2022

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

* *For identification purpose only*