

## Annex I

### Certification and Agreement of Certain Acquirers of Global Depositary Shares Upon Deposit of Shares Pursuant to Section 2.2 of the Deposit Agreement

We refer to the Regulation S Deposit Agreement dated as of January 21, 2019 (the “Deposit Agreement”) among GCS HOLDINGS, INC. (the “Company”), THE BANK OF NEW YORK MELLON, as Depositary, and Owners and Holders of Regulation S Global Depositary Shares (the “GDSs”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of GDSs pursuant to Section 2.2 of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the GDSs and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933 (the “Act”).
3. We certify that either:
  - A. We are, or at the time the Shares are deposited and at the time the GDSs are issued will be, the beneficial owner of the Shares and of the GDS, and (i) we are not a U.S. person (as defined in Regulation S under the Act) and we are located outside the United States (within the meaning of Regulation S) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States, (ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of the GDSs and Shares.

#### OR

- B. We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the GDSs are issued will be, the beneficial owner of the Shares and of the GDSs, and (i) it is not a U.S. person (as defined in Regulation S under the Act) and it is located outside the United States (within the meaning of Regulation S and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States, (ii) it

is not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of GDSs and Shares.

4. We agree (or if we are a broker-dealer, our customer has confirmed to us that it agrees) that prior to expiration of 40 days after the completion of the distribution of the GDSs of the relevant class (the "restricted period"), we (or it) will not offer, sell, pledge or otherwise transfer the GDSs or the Shares represented thereby except in accordance with Regulation S under the Act, and in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

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[NAME OF CERTIFYING ENTITY]

By: \_\_\_\_\_

Name:

Title:

Dated:

## Annex II

### Certification and Agreement of Persons Receiving Deposited Securities Upon Withdrawal Pursuant to Section 2.5 of the Deposit Agreement

We refer to the Regulation S Deposit Agreement dated as of January 21, 2019 (the "Deposit Agreement") among GCS HOLDINGS, INC. (the "Company"), THE BANK OF NEW YORK MELLON, as Depositary thereunder, and Owners and Holders of Regulation S Global Depositary Shares (the "GDSs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. We are surrendering GDSs in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Securities represented thereby (the "Shares") pursuant to Section 2.5 of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the GDSs and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933 (the "Act").
3. We certify that we are located outside the United States (within the meaning of Regulation S under the Act), and either:
  - (i) we have sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the GDSs or the Shares in accordance with Regulation S under the Act, and we are, or prior to such sale or other transfer we were, the beneficial owner of the GDSs, or
  - (ii) we will be the beneficial owner of the Shares upon withdrawal, and, accordingly, we agree that, prior to the expiration of 40 days after the later of the commencement of the offering of GDSs and Shares on behalf of the Company and the related closing, we will not offer, sell, pledge or otherwise transfer the Shares except in accordance with Regulation S under the Act. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it and, if paragraph 3(a)(iii) is applicable to our customer, has confirmed that it will comply with the agreements set forth in paragraph 3(a)(iii). \*

4. We further certify that our surrender of Global Depositary Shares and the withdrawal of the Shares are being made in full compliance with all applicable laws and regulations of the Republic of China prevailing on the date hereof, including, without limitation, laws and regulations concerning foreign and PRC ownership of Shares described in Section 2.5 of the Deposit Agreement, as such laws and regulations may have been amended as of the date hereof.

Very truly,

[NAME OF CERTIFYING ENTITY]

By: \_\_\_\_\_

Name:

Title:

Dated:

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\* These representations are applicable and required only during the Restricted Period, defined as the period of 40 days after the completion of the distribution of the Global Depositary Shares of the relevant class.