In preparation of the **[REDACTED]**, we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules, and exemption from strict compliance with the relevant provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Since our principal business and operations are substantially located, managed and conducted in the PRC, our Directors consider that appointment of additional executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to or appropriate for our Group. As none of our executive Directors are ordinarily based in Hong Kong, we do not, and do not contemplate that we will in the foreseeable future, have a sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules. We will put in place the following measures in order to ensure that regular communication is maintained between the Stock Exchange and our Company:

(a) we have appointed two authorized representatives pursuant to Rule 3.05 of the Listing Rules, who will act as our principal channel of communication with the Stock Exchange. The two authorized representatives (the "**Authorized Representatives**") are Ms. Xu Zihang, our executive Director and chief financial officer, and Mr. Li Lv, the secretary of the Board and one of our joint company secretaries. In addition, Mr. Chu Lok Him Matthew (朱樂謙) ("**Mr. Chu**"), who is ordinarily resident in Hong Kong, has been appointed as an alternate to the Authorized Representatives in order to assist the Authorized Representatives to communicate with the Stock Exchange. Each of the Authorized Representatives and the alternative authorized representative will be available to meet with the Stock Exchange in Hong Kong within a reasonable period of time upon the request of the Stock Exchange and will be readily contactable by telephone and email. Each of the Authorized Representatives and alternative authorized representative is authorized to communicate on behalf of our Company with the Stock Exchange;

(b) the Authorized Representatives and the alternative authorized representative have means to contact our Directors (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors for any matter;

(c) all of our Directors have confirmed that they possess or can apply for and renew valid travel documents to visit Hong Kong and would be able to meet with the Stock Exchange upon reasonable notice and within a reasonable period. Each of our Directors will be readily contactable by telephone and email, and is authorized to communicate on behalf of our Company with the Stock Exchange;

(d) each of our Directors has provided his/her respective contact details, including office phone numbers, mobile phone numbers, email addresses and addresses, to the Stock Exchange, the Authorized Representatives and the alternative authorized representative.

In the event that any Director expects to travel or otherwise be out of office, he/she will provide the contact details and his/her place of accommodation to the Authorized Representatives and the alternative authorized representative;

(e) our Company has appointed Rainbow Capital (HK) Limited as compliance advisor pursuant to Rule 3A.19 of the Listing Rules who will have access at all times to the Authorized Representatives and the alternative authorized representative, our Directors and other senior management of our Company, and will act as an additional channel of communication with the Stock Exchange for the period commencing on the date of the **[REDACTED]** of our H Shares on the Main Board and ending on the date when our Company distributes its annual report for the first full financial year in accordance with Rule 13.46 of the Listing Rules; and

(f) meetings between the Stock Exchange and our Directors can be arranged through the Authorized Representatives, the alternative authorized representative or the compliance advisor of our Company or directly with our Directors within a reasonable time frame. The Company will inform the Stock Exchange promptly in respect of any change in the Authorized Representatives, the alternative authorized representative or its compliance advisor.

APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rule 8.17 of the Listing Rules, we must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, our company secretary must be an individual who, by virtue of his or her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

The Stock Exchange considers the following academic or professional qualifications to be acceptable:

(a) a member of The Hong Kong Chartered Governance Institute;

(b) a solicitor or barrister (as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong)); and

(c) a certified public accountant (as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong)).

In assessing "relevant experience," the Stock Exchange will consider the individual's:

(a) length of employment with the issuer and other issuers and the roles he or she played;

(b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, and the Takeovers Code;

(c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and

(d) professional qualifications in other jurisdictions.

Pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include:

(a) whether the issuer has principal business activities primarily outside Hong Kong;

(b) whether the issuer is able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 9 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 9 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and

(c) why the directors consider the individual to be suitable to act as the issuer's company secretary.

Further, pursuant to paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants, such waiver, if granted, will be for a fixed period of time (the "**Waiver Period**") and on the following conditions:

(d) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and

(e) the waiver will be revoked if there are material breaches of the Listing Rules by the issuer.

We have appointed Mr. Li Lv as one of our joint company secretaries. Mr. Li Lv joined our Group in September 2020 and is the secretary of our Board. Mr. Li Lv is primarily responsible for corporate governance, capital operations, investor relations and securities affairs of our Group. Although our Company believes, having regard to Mr. Li Lv's past experience in handling corporate matters, that he has a thorough understanding of our Company and the Board, he does not possess the requisite qualifications required by Rule 3.28 of the Listing Rules. Therefore, our Company has appointed Mr. Chu Lok Him Matthew (朱樂謙), who is a Hong Kong resident and possesses such qualifications, to be a joint company secretary to assist Mr. Li Lv in the compliance matters for the **[REDACTED]** as well as other Hong Kong regulatory requirements for a period of three years commencing from the **[REDACTED]**. For the biographies of our joint company secretaries, see "Directors and Senior Management — Joint Company Secretaries" in this document. Over such three-year period, we will implement measures to assist Mr. Li Lv to satisfy the requisite qualifications as prescribed in Rule 3.28 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 8.17 and 3.28 of the Listing Rules in relation to Mr. Li Lv's appointment as a joint company secretary pursuant to Chapter 3.10 of the Guide for New Listing Applicants on the following conditions:

(a) Mr. Li Lv must be assisted by Mr. Chu, who possesses the qualification and experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the validity period of the waiver; and

(b) the waiver is valid for a period of three years from the **[REDACTED]** and will be revoked immediately if and when Mr. Chu ceases to provide such assistance or if there are material breaches of the Listing Rules by our Company.

It is anticipated that Mr. Li Lv will gain experience with the assistance of Mr. Chu. Before the end of the initial three-year period, we will evaluate the then experience of Mr. Li Lv in order to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied at the time and on-going assistance would be needed. We would then endeavor to demonstrate to the satisfaction of the Stock Exchange that Mr. Li Lv, having had the benefit of Mr. Chu's assistance for three years, would then have acquired the "relevant experience" within the meaning of Rule 3.28 of the Listing Rules so that a further waiver would not be necessary.

CONTINUING CONNECTED TRANSACTIONS

We have entered into, and expect to continue, certain transactions that will constitute continuing connected transactions of our Company under the Listing Rules upon the **[REDACTED]** as described in the section headed "Connected Transactions" in this document. Our Directors consider that strict compliance with the applicable requirement under the Listing Rules would be impractical, unduly burdensome and would impose unnecessary administrative costs on our Company. Accordingly, we have applied for, and the Stock Exchange [has granted] to us, a waiver from strict compliance with the applicable requirements under Chapter 14A of the Listing Rules in respect of such continuing connected transactions. For further details, see the section headed "Connected Transactions".

WAIVER AND EXEMPTION IN RELATION TO THE 2024 RESTRICTED SHARE INCENTIVE PLAN

Rule 17.02(1)(b) of the Hong Kong Listing Rules stipulates that all material terms of a scheme involving issue of new shares by listed issuers must be clearly set out in the document. Our Company is also required to disclose in this Document full details of all outstanding options and their potential dilution effect on the shareholdings upon **[REDACTED]** as well as the impact on the earnings per share arising from the issue of shares in respect of such outstanding options.

Paragraph 27 of Appendix D1A to the Hong Kong Listing Rules requires our Company to set out in the document particulars of any capital of any member of our Group that is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee; and

Paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires our Company to disclose, amongst others, details of the number, description and amount of any shares in or debentures of our Company which any person has, or is entitled to be given, an option to subscribe for, together with the particulars of the option, that is to say, (a) the period during which it is exercisable; (b) the price to be paid for shares or debentures subscribed for under it; (c) the consideration (if any) given or to be given for it or for the right to it; and (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures must be specified in the document.

Pursuant to paragraphs 6 to 7 of Chapter 3.6 of the Guide for New Listing Applicants, the Hong Kong Stock Exchange would normally grant waivers from disclosing the names and addresses of certain grantees if the issuer could demonstrate that such disclosures would be irrelevant and unduly burdensome, subject to certain conditions specified therein.

We have adopted the 2024 Restricted Share Incentive Plan. As of the Latest Practicable Date, the 2024 Restricted Share Incentive Plan remained in effect with 7,081,746 outstanding restricted Shares held by 208 eligible grantees, representing approximately 1.06% of the total issued Shares of our Company. Among these 208 eligible grantees, three are our Directors, one is a member of our senior management and five are our connected persons, and the remaining 199 are other employees of our Group. The Company may further issue 7,025,462 Shares for the purpose of satisfying the outstanding restricted Shares upon their vesting, representing approximately 1.05% of the total issued Shares of our Company, within six months from the **[REDACTED]** pursuant to Rule 10.08(4) of the Listing Rules. Please refer to the section headed "Statutory and General Information — D. 2024 Restricted Share Incentive Plan" in Appendix IV to this Document.

We have applied to: (i) the Hong Kong Stock Exchange for a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Hong Kong Listing Rules, in relation to the restricted Shares granted under the 2024 Restricted Share Incentive Plan; and (ii) the SFC for a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the restricted Shares granted under the 2024 Restricted Share Incentive Plan, respectively, on the ground that strict compliance with the above requirements would be unduly burdensome for our Company and the exemption would not prejudice the interests of the **[REDACTED]** public for the following reasons:

(a) given that 208 eligible grantees are involved, strict compliance with such disclosure requirements in setting out full details of all the eligible grantees under the 2024 Restricted Share Incentive Plan in this Document would be costly and unduly burdensome for us in light of a significant increase in cost and timing for information compilation and document preparation. For example, we would need to collect and verify the addresses of a large number of eligible grantees to meet the disclosure requirement. Further, the disclosure of the personal details of each eligible grantee, including their names, addresses and the number of restricted Shares granted, may require obtaining prior written consent from the eligible grantees in order to comply with personal data privacy laws and principles and it would be unduly burdensome for our Company to obtain such consents given the number of eligible grantees;

(b) the grant and vesting in full of the restricted Shares under the 2024 Restricted Share Incentive Plan will not cause any material adverse impact to the financial position of our Group;

(c) there will not be any new H Shares issued under the 2024 Restricted Share Incentive Plan as the Shares granted under the 2024 Restricted Share Incentive Plan are our A Shares;

(d) non-compliance with the above disclosure requirements would not prevent us from providing our potential **[REDACTED]** with an informed assessment of the activities assets, liabilities, financial position, management and prospects of our Company; and

(e) material information relating to the 2024 Restricted Share Incentive Plan has been disclosed in this Document to provide prospective **[REDACTED]** with sufficient information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the restricted Shares in making their **[REDACTED]** decision, and such information includes:

    (1) a summary of the major terms of the 2024 Restricted Share Incentive Plan;

(2) the aggregate number of A Shares to be issued upon the vesting of the outstanding restricted Shares and the percentage to our total issued Shares as of the Latest Practicable Date;

(3) the dilutive effect and the impact on earnings per Share upon full vesting of the restricted Shares immediately following completion of the **[REDACTED]**;

(4) full details of the restricted Shares granted to our Directors, senior management and connected persons, on an individual basis, are disclosed in this Document, and such details include all the particulars required under Rule 17.02(1)(b) of the Hong Kong Listing Rules, paragraph 27 of Appendix D1A to the Hong Kong Listing Rules and paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance; with respect to the restricted Shares granted to other eligible grantees (other than those referred to in (4) above), disclosures are made on an aggregate basis, categorized into lots based on the number of A Shares underlying each individual grantee, and the following details are disclosed in this Document, including (1) the aggregate number of such grantees and the number of Shares subject to the restricted Shares; (2) the grant price of the restricted Shares; and (3) the vesting period of the restricted Shares; and

(5) the particulars of the waiver and exemption granted by the Hong Kong Stock Exchange and the SFC, respectively.

The Hong Kong Stock Exchange [has granted] a waiver from strict compliance with the requirements under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Hong Kong Listing Rules, in relation to the restricted Shares granted under the 2024 Restricted Share Incentive Plan on the conditions that:

(a) full details of the outstanding restricted Shares under the 2024 Restricted Share Incentive Plan granted to each of our Directors, senior management and connected persons are disclosed in "Statutory and General Information — D. 2024 Restricted Share Incentive Plan" in Appendix IV to this Document as required under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Hong Kong Listing Rules, and paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance;

(b) in respect of the restricted Shares under the 2024 Restricted Share Incentive Plan granted to remaining grantees (being the other grantees who are not our Directors, senior management or connected persons), disclosures are made, on an aggregate basis, categorized into lots based on the number of A Shares underlying each individual grantee, being (1) 1 to 10,000; (2) 10,001 to 100,000; and (3) above 100,000. For each lot of A Shares, the following details are disclosed in this Document, including (1) their aggregate number of grantees and number of A Shares underlying the restricted Shares under the 2024 Restricted Share Incentive Plan, (2) the grant price of the restricted Shares under the 2024 Restricted Share Incentive Plan, and (3) the vesting period of the restricted Shares granted under the 2024 Restricted Share Incentive Plan;

(c) the aggregate number of A Shares underlying the outstanding restricted Shares granted under the 2024 Restricted Share Incentive Plan and the percentage to our total issued share capital represented by such number of A Shares as of the Latest Practicable Date are disclosed in this Document;

(d) the dilutive effect and impact on earnings per Share upon full vesting of the restricted Shares under the 2024 Restricted Share Incentive Plan are disclosed in "Statutory and General Information — 2024 Restricted Share Incentive Plan" in Appendix IV to this Document;

(e) a summary of the major terms of the 2024 Restricted Share Incentive Plan are disclosed in "Statutory and General Information — 2024 Restricted Share Incentive Plan" in Appendix IV to this Document;

(f) a full list of grantees under the 2024 Restricted Share Incentive Plan containing all the particulars as required under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Hong Kong Listing Rules are made available for public inspection in accordance with "Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display — Document Available for Inspection" in Appendix V to this Document;

(g) the grant of a certificate of exemption under the Companies (Winding Up and Miscellaneous Provisions) Ordinance from the SFC exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance; and

(h) the particulars of the waiver will be disclosed in this Document.

The SFC [has granted] a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the restricted Shares granted under the 2024 Restricted Share Incentive Plan on the conditions that:

(a) full details of the restricted Shares under the 2024 Restricted Share Incentive Plan granted to each of our Directors, senior management and connected persons are disclosed in "Statutory and General Information — 2024 Restricted Share Incentive Plan" in Appendix IV to this Document as required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance;

(b) in respect of the restricted Shares under the 2024 Restricted Share Incentive Plan granted to remaining grantees (being the other grantees who are not our Directors, senior management or connected persons), disclosure are made, on an aggregate basis, categorized into lots based on the number of A Shares underlying each individual grantee, being (1) 1 to 10,000; (2) 10,001 to 100,000; and (3) above 100,000. For each lot of A Shares, the following details are disclosed in this Document, including (1) their aggregate number of grantees and number of A Shares underlying the restricted Shares under the 2024 Restricted Share Incentive Plan, (2) the grant price of the restricted Shares under the 2024 Restricted Share Incentive Plan, and (3) the vesting period of the restricted Shares granted under the 2024 Restricted Share Incentive Plan;

(c) a full list of grantees under the 2024 Restricted Share Incentive Plan containing all the particulars as required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance are made available for public inspection in accordance with "Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display — Document Available for Inspection" in Appendix V to this Document; and

(d) the particulars of the exemption will be disclosed in this Document and this Document will be issued on or before **[REDACTED]**.

DISCLOSURE OF PARTICULARS OF CONVERTIBLE BONDHOLDERS

Paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires our Company to set out in the document, among other things, details of the number, description and amount of any of its shares or debentures which any person has, or is entitled to be given, an option to subscribe for, together with the certain particulars of the option, namely the period during which it is exercisable, the price to be paid for shares or debentures subscribed for under it, the consideration given or to be given (if any) and the names and addresses of the persons to whom it or the right to it was given.

In July 2022, we issued convertible bonds in an aggregate principal amount of RMB1,280 million to a large number of public investors who we believe are mostly Independent Third Parties. The 2022 Convertible Bonds were listed on the Shanghai Stock Exchange (bond code: 118013). For details, see the section headed "History and Corporate Structure — Major Shareholding Changes of Our Company — 3. Other Major Shareholding Changes".

To our knowledge, (a) financial institutions, including broker-dealers, may hold and trade the 2022 Convertible Bonds through participant accounts with clearing agencies; (b) ultimate bondholders that do not have these accounts typically hold and trade the 2022 Convertible Bonds in the names of their brokers through their brokers' participant accounts maintained with the clearing agencies; (c) the 2022 Convertible Bonds are frequently traded among investors and hence the identities of the ultimate bondholders may change constantly; and (d) the trustee does not have information on the identities of the ultimate bondholders and at most, would only be able to ascertain the identities of the participants/brokers through which the 2022 Convertible Bonds are traded.

We have applied for, and the SFC [has granted], a certificate of exemption from the requirements under Paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, to the extent not strictly met by the disclosure in this document on the following basis:

(a) since the identities of the ultimate bondholders are practically unavailable and given the expected frequent changes of the identities of the ultimate bondholders, it would be practically impossible for us to disclose the names and addresses of all such ultimate bondholders, who are Independent Third Parties, in this document. This disclosure, even if it can be made, would also not provide meaningful information to the potential **[REDACTED]** of our Company;

(b) strict compliance with the applicable disclosure requirements under Paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance for each ultimate bondholder on an individual basis (including the disclosure of names and addresses of all bondholders) in this document will be unduly burdensome for us in light of the practical impossibility in identifying the ultimate bondholders and the potentially significant increase in cost and time for information compilation, document preparation and printing;

(c) material information relating to the 2022 Convertible Bonds has been disclosed in the section headed "History and Corporate Structure — Major Shareholding Changes of Our Company — 3. Other Major Shareholding Changes" in this document, including but not limited to the aggregate principal amount, the maturity date, the annual coupon rate, the conversion mechanism including the conversion price and adjustment, the maximum number of A Shares which may be issued upon conversion of all the outstanding 2022 Convertible Bonds and the potential dilution effect upon full conversion of the 2022 Convertible Bonds, and the Company's right to redeem the 2022 Convertible Bonds. To the best knowledge and belief of the Company, as of the Latest Practicable Date, none of the holders of the 2022 Convertible Bonds were core connected persons of the Company as defined under the Listing Rules. Accordingly, information that should be reasonably necessary for potential **[REDACTED]** to make an informed assessment of our Company in their **[REDACTED]** decision process has been included in this document; and

(d) non-compliance with the abovementioned disclosure requirements under Paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance would not prevent us from providing its potential **[REDACTED]** with an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Company and would not prejudice the interests of the potential **[REDACTED]**.

The SFC [has granted] an exemption referred to above on the following conditions:

(a) with respect to the 2022 Convertible Bonds issued by our Company, the following details are fully disclosed in this document:

- the total principal amount of the 2022 Convertible Bonds;
- the maximum number of A Shares to be converted from the 2022 Convertible Bonds;
- the conversion rate of the 2022 Convertible Bonds;
- the conversion period of 2022 Convertible Bonds; and
- the potential dilution effect upon full conversion of 2022 Convertible Bonds;

(b) To the best knowledge and belief of the Company, as of the Latest Practicable Date, none of the holders of the 2022 Convertible Bonds were core connected persons of the Company as defined under the Listing Rules. If any core connected person of the Company becomes a holder of the 2022 Convertible Bonds, full details of the outstanding 2022 Convertible Bonds held by such core connected person will be disclosed in this document on an individual basis, including:

- the names of the bondholders who are the core connected persons of our Company;
- the principal amount underlying the outstanding 2022 Convertible Bonds held by the core connected persons;
- the conversion price;
- the maximum number of A Shares which may be issued upon conversion of the outstanding 2022 Convertible Bonds held by the core connected persons; and
- the percentage of our Company's total issued share capital represented by such number of A Shares as of the Latest Practicable Date and upon **[REDACTED]**;

(c) the particulars of such exemption are set out in this document; and

(d) this document will be issued on or before **[REDACTED]**.

[REDACTED]

[REDACTED]