
RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As of the Latest Practicable Date, our Company was owned as to 28.18% by Tianqi Group Company, which in turn was owned as to 90% by Mr. Jiang Weiping and as to 10% by Ms. Jiang Anqi. Ms. Zhang Jing, the spouse of Mr. Jiang Weiping, held 4.65% of the total issued share capital of our Company. As such, Tianqi Group Company, Mr. Jiang Weiping, Ms. Zhang Jing and Ms. Jiang Anqi will be deemed to have control over 32.83% of the total issued share capital of our Company as of the Latest Practicable Date.

Immediately following completion of the Global Offering (assuming that the Over-allotment Option is not exercised), our Company will be owned as to 25.37% by Tianqi Group Company, which in turn is owned as to 90% by Mr. Jiang Weiping and as to 10% by Ms. Jiang Anqi. Ms. Zhang Jing, the spouse of Mr. Jiang Weiping, will also directly hold 4.18% of the total issued share capital of our Company. As such, Tianqi Group Company, Mr. Jiang Weiping, Ms. Zhang Jing and Ms. Jiang Anqi will continue to hold approximately 29.55% of the total issued share capital of our Company immediately following completion of the Global Offering (assuming that the Over-allotment Option is not exercised). Therefore, they will remain as our Single Largest Group of Shareholders upon Listing.

NON-COMPETITION UNDERTAKINGS

Undertakings in connection with the A Shares listing by Mr. Jiang Weiping, Ms. Zhang Jing and Tianqi Group Company

In connection with the listing of A Shares of our Company on the Shenzhen Stock Exchange, on August 31, 2010, each of Mr. Jiang Weiping and Ms. Zhang Jing undertook to our Company, among others, during the period that he/she remains as an actual controller of our Company, not to engage in, whether directly or indirectly (including but not limited to by way of investment, acquisition, joint venture, merger or agency, whether in the PRC or outside the PRC), any business identical or similar to our Group's business.

On the same day, Tianqi Group Company undertook to our Company, among others:

- (a) not to directly or indirectly, whether in the PRC or outside PRC, participate in any business or activity that will or may compete with our Group's business, and not to produce any product which is identical or similar to, or may substitute, any of our Group's products;
- (b) if our Company considers any business of Tianqi Group Company or its subsidiaries competes with Group's business, Tianqi Group Company shall sell the relevant asset or business to our Group at a fair and reasonable price; and
- (c) if any business opportunity that will directly or indirectly compete with our Group's business becomes available to Tianqi Group Company, Tianqi Group Company shall immediately notify our Company and use its best endeavors to procure such business opportunity to become available to our Company with fair and reasonable terms, and our Company shall have priority over Tianqi Group Company to take up such business opportunity.

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Undertakings in connection with the non-public offering of A Shares in 2013 by Tianqi Group Company

In connection with the non-public offering of A Shares in 2013, on June 7, 2013, Tianqi Group Company undertook to our Company, among others:

- (a) not to establish, whether by way of wholly-owned business, joint venture, equity investment in another company or corporation or any other interest, any operating entity that has business scope identical or similar to that of our Company;
- (b) not to, directly or indirectly, engage in business that will or may directly or indirectly compete with our Group's business; and
- (c) not to, and procure its subsidiaries (other than our Group) not to, engage in any business that is identical or similar to the business of Talison or our Company, and not to supply to or purchase from Talison or our Company the relevant products or services.

Undertakings in connection with the placement of A Shares in 2017 by Tianqi Group Company

In connection with the placement of A Shares in 2017, on April 21, 2017, Tianqi Group Company undertook to our Company, among others that upon the mine owned by Runfeng Minerals having commercial mining value, Tianqi Group Company shall notify our Company in writing in a timely manner, and our Group may then request Tianqi Group Company to sell the equity interest in Runfeng Minerals it holds to our Group at a fair and reasonable price, or to otherwise eliminate the competition between Tianqi Group Company and our Group in accordance with the relevant regulations.

In the event that we intend to purchase the equity interest in Runfeng Minerals from Tianqi Group Company, we will conduct the transactions in accordance with the applicable laws and regulations, including the Listing Rules and applicable rules of the Shenzhen Stock Exchange, and will consider to engage an independent third party valuer to advise on the fair and reasonable purchase price as our Directors deem appropriate.

Undertakings in connection with the placement of A Shares in 2019 by Tianqi Group Company

In connection with the placement of A Shares in 2019, on June 25, 2019, Tianqi Group Company undertook to our Company, among others:

- (a) upon the mine owned by Runfeng Minerals having commercial mining value, Tianqi Group Company shall notify our Company in writing in a timely manner, and our Group may then request Tianqi Group Company to sell the equity interest in Runfeng Minerals or the related assets of Runfeng Minerals it holds to our Group at a fair and reasonable price; and
- (b) provided that our Group has pre-emptive rights under the same conditions, Tianqi Group Company shall sell all the equity interest in Runfeng Minerals or mining rights and related assets of Runfeng Minerals at a fair and reasonable price to our Group or an unrelated third party, through sale of assets, transfer of shareholding, disposal or other viable solutions, within five years from the date of this undertaking.

Runfeng Minerals, as a subsidiary of Tianqi Group Company, shall not undergo lithium mining activities in the mine it owns for the duration of this undertaking.

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Enhanced Corporate Governance Measures

With respect to the non-competition undertakings disclosed in this section, we will adopt enhanced corporate governance measures to ensure the effectiveness of these non-competition undertakings. Please see the section headed “—Corporate Governance Measures” below for details.

OTHER BUSINESS OPERATED BY OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Runfeng Minerals

Runfeng Minerals was incorporated in China in 2003 and is owned as to 53.15% by Tianqi Group Company. The remaining equity interests in Runfeng Minerals are held as to 24.79% by Jiang Weimin, the brother of Mr. Jiang Weiping, 6.20% by TQMMM, 1.52% by Ms. Jiang Anqi, 1.52% by Ms. Chen Zemin, one of our Supervisors, and the remaining 12.82% by Independent Third Parties. Runfeng Minerals used to own the vein quartz and lithium spodumene mining rights in a mine located in Sichuan, China, until December 2018 and it is currently in the process of renewing its vein quartz and lithium spodumene mining rights permit. Runfeng Mining has not conducted, and currently has no plan to conduct any mining activities, Runfeng Minerals has been excluded from our Group to minimize the risk exposure of our Group since there is still a high level of risk and uncertainty associated with the commercial value and development of the mine owned by Runfeng Minerals. Further, in connection with the placement of our A Shares in 2017 and 2019, Tianqi Group Company undertook to grant us a pre-emptive right to acquire the equity interest in Runfeng Minerals upon the mine owned by Runfeng Minerals having commercial mining value, and undertook that it will dispose of its interest in Runfeng Minerals within 5 years from 2019 and Runfeng Minerals would not conduct any lithium mining activities before such disposal. Tianqi Group Company has not disposed of its interest in Runfeng Minerals as of the Latest Practicable Date. Please refer to the sections above headed “Non-Competition Undertakings—Undertakings in connection with the placement of A Shares in 2017 by Tianqi Group Company” and “Non-Competition Undertakings—Undertakings in connection with the placement of A Shares in 2019 by Tianqi Group Company” for further details.

INDEPENDENCE FROM OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Having considered the following factors, our Directors believe that we are able to conduct our business independently from our Single Largest Group of Shareholders after the Global Offering.

Management Independence

Our business is managed and conducted by our Board and senior management. After the Global Offering, our Board will consist of eight Directors, comprising four executive Directors and four independent non-executive Directors, and we will also have eight senior management members (of which two are executive Directors). For more information, please refer to “Directors, Supervisors, Senior Management and Employees.”

Our Directors consider that the Board and senior management of our Company are capable of functioning independently from our Single Largest Group of Shareholders for the following reasons:

- (1) each Director is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as a Director and his personal interests;

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- (2) although Mr. Jiang Weiping, one of our Single Largest Group of Shareholders, acts as the chairman and an executive Director of our Company, and Ms. Jiang Anqi, the daughter of Mr. Jiang Weiping and general manager of Tianqi Group Company, acts as an executive Director of our Company, the decision-making power of our Company for major events is not vested solely on them. All other six Directors of the Board and other members of the senior management are entitled to exercise the decision-making power of our Company according to laws, regulations and the Articles of Association, and are responsible for the daily operations in various aspects of our Company. The operating mechanism of the Board and the senior management has ensured the balance of rights and powers. Most members of the Board and the management of our Company have worked in our Group for many years and have substantial working experience in the industry in which our Group is engaged. They are familiar with our Group's business and will therefore be able to make business decisions that are in the best interests of our Group;
- (3) there will be four independent non-executive Directors in the eight-member Board who are able to independently monitor the formulation and implementation of major decisions of our Company based on their education background and related working experience;
- (4) according to relevant PRC laws and regulations and the Articles of Association, in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Company and our Directors or their respective associates, the interested Director is required to abstain from voting on related transactions; and
- (5) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Single Largest Group of Shareholders which would support our independent management. Please see “—Corporate Governance Measures” below for further information.

Operational Independence

Our Directors believe that we can continue operating independently from our Single Largest Group of Shareholders after the Listing for the following reasons:

- (1) we have the necessary qualifications for carrying out our business;
- (2) we have independent R&D and production capabilities, and do not rely on the R&D or production capacities of our Single Largest Group of Shareholders;
- (3) we have independent channels to contact customers and suppliers, and have our own management team to carry out business; and
- (4) we will not rely on the sales and supplies channels of our Single Largest Group of Shareholders or their close associates (other than our Group).

During the Track Record Period, we conducted certain transactions with our Single Largest Group of Shareholders, and such transactions are expected to continue upon the Listing and will constitute connected transactions of our Company. Please see the section headed “Connected Transactions” in this Prospectus for further details. However, these transactions do not involve significant amounts and are not related to our Group's principal business. Based on the reasons above, our Directors believe that the abovementioned connected transactions do not affect our operational independence.

RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Based on the above, our Directors are satisfied that we have been operating independently from our Single Largest Group of Shareholders and their respective close associates during the Track Record Period and will continue to be able to operate independently.

Financial Independence

We have an independent accounting and internal control system. We also have an independent financial department responsible for performing accounting and financial functions, and we make financial decisions based on our own business needs.

On January 22, 2020, March 6, 2020, October 30, 2020 and December 16, 2020, Tianqi Group Company agreed to extend to the Company certain loans with an aggregate amount of RMB0.66 billion. The term of the aforementioned loans have been extended to 2023 respectively, with the outstanding principal being RMB0.66 billion (the “**First Shareholder Loan**”) as of December 31, 2021. On December 16, 2020, Tianqi Group Company agreed to provide a loan of US\$117 million (approximately RMB751 million) for a term not exceeding 5 years, with the outstanding principal being RMB452 million (the “**Second Shareholder Loan**”) (together with the First Shareholder Loan, the “**Shareholder Loans**”) as of December 31, 2021. The Shareholders Loans were used to repay interest and principal of bank borrowings and loans of, and debt securities issued by our Company and to replenish our working capital. As of the Latest Practicable Date, the drawn portion of the Shareholders Loans (which is equivalent to the total amount of Shareholder Loans outstanding principal) amounts to RMB1.11 billion, had been fully utilized for the said purposes. The First Shareholder Loan is repayable by 2023 while the Second Shareholder Loan is repayable by 2026. Upon full repayment of the SQM Indebtedness using the IPO proceeds, the Company expects to be able to fully repay the Shareholder Loans as soon as practicable after the Proposed Listing using its working capital and existing cash reserve. Our unutilized banking facilities have not been applied to settle the Shareholder Loans prior to Listing as the Shareholder Loans are subordinated to the SQM Indebtedness. Under the terms of the relevant facility agreements, we may repay the Shareholder Loans upon Listing and partial repayment of the SQM Indebtedness, subject to certain conditions. For details of the SQM Indebtedness and our proposed use of proceeds, please refer to the sections headed “Financial Information—Indebtedness—Indebtedness relating to the SQM Transaction” and “Future Plans and Use of Proceeds” of this Prospectus.

As of June 10, 2022, the outstanding principal amount of SQM Indebtedness totaled US\$1.13 billion, which is expected to be fully repaid using the IPO proceeds. The SQM Indebtedness is secured by (a) share pledges provided by certain subsidiaries of the Company and all the SQM Series A shares acquired by the Company; (b) guarantees by the Company and Tianqi Xinlong, a wholly-owned subsidiary of the Company; (c) the personal guarantee by Mr. Jiang; and (d) a deed of undertaking by the Single Largest Group of Shareholders pursuant to which the Single Largest Group of Shareholders must pledge A Shares and the Company’s core assets to the lenders under certain circumstances ((c) and (d) collectively, the “**Shareholder Guarantee**”). The core assets being pledged in relation to the facility agreements arranged by China CITIC Bank Corporation Limited, Chengdu Branch, and China CITIC Bank International Limited include our Company’s shares in certain subsidiaries and associate including Tianqi Australia Investments 1, TLEA, TLH, Chongqing Tianqi, Shigatse Zabuye, Shehong Tianqi, Tianqi Lithium (Jiangsu), ITS and SQM (with respect to Series A Shares), Tianqi Australia Investments 2 and Tianqi Xinlong as well as certain properties. We plan to fully repay the SQM Indebtedness using approximately HK\$8,865 million of the net proceeds from the Global Offering.

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For details of the SQM Transaction, the SQM Indebtedness and our proposed use of proceeds, please refer to the sections headed “Business—Our Investments in the Global Lithium Value Chain—Investment in SQM”, “Financial Information—Factors Affecting Our Financial Condition and Results of Operations—SQM Investment”, “Financial Information—Indebtedness—Indebtedness relating to the SQM Transaction” and “Future Plans and Use of Proceeds” of this Prospectus. Upon full repayment of the SQM Indebtedness upon Listing, we will be able to discharge the Shareholder Guarantee.

Our Directors are of the view that our Company is financially independent from the Single Largest Group of Shareholders, and the Shareholder Loan (which will be fully repaid as soon as practicable after the Listing) and the Shareholder Guarantee (which will be discharged upon the Listing) will not affect our financial independence based on the following reasons:

Ability to Secure Financing Independently

- *Historical fundraising activities and independent ability to obtain financing*—we were able to conduct various fundraising activities during the Track Record Period without financial assistance from the Single Largest Group of Shareholders. We obtained the Shareholder Loans because we considered it was in the best interests of our Group and our Shareholders as a whole as the commercial terms of the Shareholder Loans were more favorable than the loans available from Independent Third Parties. Save for the SQM Indebtedness and that of the RMB300 million loan of Chengdu Tianqi, provided by Shehong Province State Asset Management Limited (射洪縣國有資產經營管理集團有限公司), an Independent Third Party, and guaranteed by our Single Largest Group of Shareholders, which has been fully repaid in 2021, we have been able to secure financing based on our stand-alone credit. We have also been able to borrow money from the international financial markets without financial assistance from the Single Largest Group of Shareholders. As of December 31, 2021, we had managed to obtain and utilized various debt facilities of RMB8.4 billion in total, without any financial assistance or guarantee from the Single Largest Group of Shareholders, including amongst others: (i) working capital loans of RMB2.4 billion from seven domestic banks in the PRC; (ii) US dollar-denominated bonds of RMB1.9 billion listed on the Stock Exchange; and (iii) a syndicated loan of RMB3.1 billion obtained by Windfield. Further, as of December 31, 2021, we also had an aggregate of unutilized banking facilities not guaranteed by the Single Largest Group of Shareholders of approximately RMB914.9 million which serve as readily available sources of funding in case any financial needs arise, of which RMB851.4 million can be used for general corporate purposes, and the remaining portion of the unutilized banking facilities has been earmarked for the construction of the Tianqi Global Research Center. Such banking facilities are subject to customary covenants and restrictions such as restrictions against disposal, sale, transfer or pledge of all or substantially all or material assets, material reorganization, material adverse change in business operations, and breach of anti-bribery or anti-money laundering laws, as set out in the relevant facilities agreements. In addition to the unutilized banking facilities aforementioned, we also received a commitment letter from certain financial institutions in April 2022, pursuant to which they conditionally commit to provide and execute a term loan facility agreement with an aggregate principal amount of US\$800 million for a term of three years which is earmarked for (i) the repayment of the SQM Indebtedness; (ii) the payment of the relevant fees, expenses and the day one interest reserve of the US\$800 million facility; (iii) the repayment of the five-year USD bond issued in 2017; and (iv) future capital expenditure

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and working capital needs if the SQM Indebtedness and the relevant fees, expenses and interest reserve of the US\$800 million facility have been fully repaid and there is sufficient liquidity to fully repay the five-year USD bond issued in 2017. We also entered into a facility agreement in May 2022 for an approved line of credit of RMB600 million (the “**RMB600 Million Facility**”) for a term of 36 months from the drawdown date earmarked for the repayment of the SQM Indebtedness which are both obtained independently from our Single Largest Group of Shareholders. On June 8, 2022, we completed the drawdown of all of the RMB600 million principal amount under the RMB600 Million Facility, which was fully used for the repayment of SQM Indebtedness on June 10, 2022. Moreover, our wholly-owned subsidiary Chengdu Tianqi is in the process of signing the facility agreement for an approved line of credit of RMB1 billion from certain financial institutions, which is obtained independently from our Single Largest Group of Shareholders.

- *Future fundraising activities*—depending on our financial needs after the Listing, we have preliminary plans to conduct further fundraising activities, including but not limited to share placement and issuance of debt or convertible securities on both onshore and offshore markets. Also, we believe key financial institutions in China and Australia, where our operations are mainly carried out, recognize the standalone credit of our Group and are willing to grant credit lines without financial assistance from the Single Largest Group of Shareholders or their close associates. We have been able to finance our daily operations based on our stand-alone credit without any support from the Single Largest Group of Shareholders. Our fundraising activities conducted during the Track Record Period set out in the preceding paragraph has proven our independent fundraising ability and we believe we will continue to be able to raise funds as and when such need arises.

Insignificance of the Shareholder Loan and Shareholder Guarantee

- The Shareholder Loan is insignificant as compared to the total bank loans and borrowings of the Company. As of December 31, 2021, the Company had RMB21.56 billion bank loans and borrowings and RMB26.01 billion of total liabilities and the Shareholder Loan only amounted to 5.4% and 4.5% respectively. It is also noted that loan from controlling shareholder or the single largest group of shareholders is not uncommon in the Chinese capital financing market and banks will routinely ask for guarantee from controlling shareholders or the single largest group of shareholders in connection with a corporate loan. The Company has sufficient net operating cash flow to meet its financial needs and the Company expects that its risk exposure and reliance on the Shareholder Loan and the Shareholder Guarantee will be substantially reduced after the Proposed Listing. As of December 31, 2021, we had RMB1,766 million in cash and cash equivalents which were not earmarked for specific purposes, primarily consisting of cash and bank balance. We believe that we would be able to replace the Shareholder Loans by loans from Independent Third Parties and/or by cash and cash equivalents held by us if needed, but given the more favorable commercial terms of the Shareholder Loans, we consider it is in the best interests of our Group and our Shareholders as a whole to obtain the Shareholder Loans.

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Independent Financial Operation

- We have an independent accounting and internal control system. We also have an independent financial department responsible for performing accounting and financial functions, and we make financial decisions based on our own business needs.

The Shareholder Guarantee is solely for the SQM Indebtedness. As of December 31, 2021, except for the SQM Indebtedness and Shareholder Loans, there were no other loans, which are or may be secured by guarantees provided to us by the Single Largest Group of Shareholders or loans provided by the Single Largest Group of Shareholders and their respective associates.

We intend to apply approximately HK\$8,865 million of the net proceeds from the Global Offering to fully repay the SQM Indebtedness. Accordingly, we expect that the Shareholder Guarantee will be released upon the Listing.

Based on the reasons above, notwithstanding the Shareholder Loans and the Shareholder Guarantee provided by the Single Largest Group of Shareholders, our Directors believe that we are capable of remaining financially independent from our Single Largest Group of Shareholders.

CORPORATE GOVERNANCE MEASURES

We have adopted the following measures to manage any potential conflict of interests arising between our Group and the Single Largest Group of Shareholders and to safeguard the interests of our Shareholders:

- (1) According to the Articles of Association, unless otherwise specified, where a matter resolved at a Board meeting involves a contract or arrangement or any other proposal in which certain Director or his/her close associate has a material interest, such Director shall abstain from voting. In deciding whether a quorum of Directors has attended the meeting, such Director shall not be counted.
- (2) According to the Articles of Association, where a Director, Supervisor or senior management of our Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with our Company (other than the employment contract of the Director, Supervisor or senior management with our Company), he/she shall declare the nature and extent of his/her interests to the Board as soon as possible, whether or not the matter is otherwise subject to the approval of the Board under normal condition. Unless the interested Director, Supervisor or senior management discloses his/her interests in accordance with the aforesaid requirement and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, Supervisor or senior management is not counted as part of the quorum and refrains from voting, a contract, transaction or arrangement in which that Director, Supervisor or senior management is materially interested is voidable at the instance of our Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested Director, Supervisor or senior management.
- (3) Our Company has formulated administrative measures governing related-party/ connected transactions. Upon Listing, if our Group and our Single Largest Group of Shareholders or any of their associates intend to engage in a connected transaction, our Company will comply with the relevant requirements relating to connected transactions under the Listing Rules.

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- (4) We are committed to keeping a balanced composition of executive and independent non-executive Directors on the Board. We have appointed four independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and are free from any business or other relationship which could interfere in any material manner with the exercise of their independent judgment. We also believe that our independent non-executive Directors are able to provide impartial opinions to safeguard the interests of our public Shareholders. Details of our independent non-executive Directors are set out in “Directors, Supervisors, Senior Management and Employees—Board of Directors—Independent Non-executive Directors.”
- (5) We have also established the audit and risk committee, the strategy and investment committee, the remuneration and appraisal committee, the nomination and governance committee and the ESG and sustainable development committee under the Board with written terms of reference as required by the Listing Rules.
- (6) The independent non-executive Directors will review, on an annual basis, whether there are any conflicts of interests between our Group and our Single Largest Group of Shareholders (the “**Annual Review**”) and provide impartial and professional advice to protect the interests of our minority Shareholders. The Single Largest Group of Shareholders will undertake to provide all information necessary, including all relevant financial, and any other necessary information as required by the independent non-executive Directors for the Annual Review. We will disclose decisions on matters reviewed by the independent non-executive Directors either in our annual reports or by way of announcements as required. Where our independent non-executive Directors reasonably request the advice of independent professionals, such as financial advisers, to help them make the judgment, the appointment of such independent professionals will be made at the expense of our Company.
- (7) We have appointed Somerley Capital Limited as our compliance advisor, to provide advice and guidance to us in respect of compliance with the applicable laws and regulations and the Listing Rules, including various requirements relating to corporate governance.

In addition to the above measures, we will also adopt the following procedures to ensure that the non-competition undertakings disclosed in the section headed “—Non-Competition Undertakings” above are observed:

- (1) *Review by independent non-executive Directors*—our independent non-executive Directors will be responsible for reviewing the options to purchase the relevant competing businesses from our Single Largest Group of Shareholders when such options become exercisable. In deciding whether to exercise the options to purchase the relevant competing businesses, our independent non-executive Directors will consider various factors including the due diligence to be conducted towards the target businesses, the purchase prices, the benefits that it will bring to our Group as well as whether we have adequate management and resources to manage and operate the business operations of such businesses.
- (2) *Increased transparency*—our Single Largest Group of Shareholders will provide all information necessary for the enforcement of the options to purchase the relevant competing businesses. We will promptly provide our independent non-executive Directors with the relevant information on the competing businesses referred to us by our Single Largest Group of Shareholders.

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- (3) *Annual review and reporting*—our Single Largest Group of Shareholders will respectively provide to us with an annual statement as to their compliance with the non-competition undertakings, and our independent non-executive Directors will report in our annual report their findings on the compliance by our Single Largest Group of Shareholders of the non-competition undertakings.

Our Directors are of the view that our independent non-executive Directors have sufficient experience in assessing whether or not to exercise our options to purchase the relevant competing businesses. In any event, our independent non-executive Directors may appoint a financial adviser or professional expert to provide advice, at the cost of our Company, in connection with the exercise or non-exercise of the options to purchase the relevant competing businesses under the non-competition undertakings.